
TWENTY SEVENTH ANNUAL REPORT
2014-2015



NOUVEAU GLOBAL
VENTURES LIMITED

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Krishan Khadaria	Managing Director
Mr. Mohit Khadaria	Director
Mrs. Asha Khadaria	Director
<i>(Approved w.e.f. 30.03.2015)</i>	
Mr. Manoj Bhatia	Independent Director
Mr. Omprakash Girdharilal Bajaj	Independent Director
Mr. Narendra Gupta	Independent Director

Ms. Garima Kukkar	Company Secretary
<i>(Ceased w.e.f. 14.07.2015)</i>	
Mr. Naresh Kedia	Chief Financial Officer

AUDIT COMMITTEE

Mr. Manoj Bhatia	Chairman
Mr. Krishna Khadaria	Member
Mr. Narendra Gupta	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE
(FORMERLY KNOWN AS SHAREHOLDERS' /
INVESTORS' GRIEVANCE COMMITTEE)**

Mr. Narendra Gupta	Chairman
Mr. Manoj Bhatia	Member
Mr. Mohit Khadaria	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Narendra Gupta	Chairman
Mr. Manoj Bhatia	Member
Mr. Om Prakash Bajaj	Member

AUDITORS

M/s. CPM & Associates
Chartered Accountants, Mumbai

BANKERS

Axis Bank Ltd.
IDBI Bank Ltd.

REGISTERED OFFICE

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Daut Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058
Tel. No.: 26778155 / 26797750 / 32459097
Email id.: nouveauglobal@gmail.com

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai – 400 072
Tel. No.: 022-28470652
Email id.: investor@bigshare.com

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NOTICE

Notice is hereby given that the **27th Annual General Meeting** of the Members of **Nouveau Global Ventures Limited** will be held on Wednesday, September 30, 2015, at 12:00 p.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Mohit Khadaria (holding DIN: 05142395) as Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W)**, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 27th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, at a remuneration to be decided by the Audit Committee of the Board of Directors and reimbursement of travelling and out of pocket expenses incurred by the Auditors for the purpose of audit.”

SPECIAL BUSINESS:

4. **To regularize and appoint Ms. Asha Khadaria (DIN: 00219112) as Non-Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement, **Ms. Asha Khadaria** [Holding DIN: **00219112**] who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on March 30, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing with the requisite sum of Rupees One Lakh under Section 160 of the Companies Act, 2013 from the member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

5. **To approve Existing Material Related Party Contracts and Arrangements under Clause 49 of the Equity Listing Agreement and to consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Equity Listing Agreement and any subsequent amendments thereto and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded for ratification of all existing material related party contracts or arrangements which have continued beyond March 31, 2015 along with the transactions made prior to March 31, 2015 as per details provided under Item No. 5 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded towards loans and advances given/taken to the respective related parties and for the maximum amounts per annum as mentioned under item No. 5 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all agreements, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

6. **To approve transactions with related parties under section 188 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement and to consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (the 'Rules'), Sub-Clause VII of Clause 49 of the Equity Listing Agreement (the "Agreement") including any subsequent modifications, amendments or clarifications thereon, and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded to authorize the management of the Company to enter into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements as may be appropriate with related parties as defined under the Act and the Agreement from the Financial Year 2015-16 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder :

MAXIMUM VALUE OF CONTRACT / TRANSACTION (as per Sub-Clause VII of Clause 49 of the

Name of the Related Parties	Name of the Related Party	Nature of relationship	Nature of Transaction	Amount (Rs. in crores per annum)	Any other information relevant or important for the members to take a decision on the proposed resolution
<u>Pearl Electronics Limited-Group Company</u>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also a Director in Related Company, and holds along with his relatives more than 2% of its paid up share capital.	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	None
<u>Pearl Agriculture Limited-Group Company</u>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also s Director in Related Company, and holds along with his relatives more than 2% of its paid up share capital.	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	None
<u>Nouveau Shares and Securities Limited-(Wholly Owned Subsidiary Company)</u>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also s Director in Subsidiary Company	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	None
<u>Nouveau Global FZE-(Wholly Owned Subsidiary Company)</u>	Mr. Krishan Khadaria	Wholly Owned Subsidiary Company	Forms part of Note 6 of Explanatory Statement annexed to this Notice	50	None

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and

to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

7. To approve investment limit up to Rs. 100 crore and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 100/- Crores(Rupees One hundred Crores);

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limit including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

By Order of the Board of Directors
For **Nouveau Global Ventures Limited**

Date : August 28, 2015

Place : Mumbai

Registered Office:

401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Sd/-

Krishan Khadaria
Managing Director
DIN : 00219096

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The members/ proxies are requested to bring their copy of the Annual Report to the meeting along with duly filled in attendance slips for attending the meeting.
4. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business (point No. 4 to 7) to be transacted at the meeting is annexed hereto.
6. 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.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. The Register of Members and the share transfer books of the Company shall remain closed from Tuesday, September 22, 2015 to Wednesday, September 30, 2015 (both days inclusive).
9. Electronic copy of the annual report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any

member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2015 is being sent in the permitted mode. The Notice of the Meeting is also posted on the website of the Company www.nouveauglobal.com.

10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, up to the date of the Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited.
13. Members are requested to notify any changes in their address/ mandate/bank details immediately either to the Company at its registered office or to the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd., E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072.
14. The Company has fixed Wednesday, September 23, 2015, as the cut off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
15. Any person who becomes a member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e, September 23, 2015, may obtain the User ID and Password by sending an email request to the RTA.
16. The Notice of the Meeting is being placed on the website of the Company viz., www.pearl-electronics.com and on the website of CDSL viz., www.cdslindia.com.
17. Arvind Dhanraj Baid, Practicing Chartered Accountants (Membership No. 155532) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the

e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against and forward the same to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.

19. Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL).
- The Members who have cast their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- The e-voting period begins on Sunday, September 27, 2015 (10:00 a.m.) and ends on Tuesday, September 29, 2015 (5:00 p.m.) both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m., on Tuesday, September 29, 2015. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2015, may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for e-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com, during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number (EVSN) along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. In case you have forgotten your password then enter the user ID and Captcha Code as displayed on the screen and click on Forgot Password and then enter the details as prompted by the system.
- (vii) Otherwise, if you are a first time user or if you are holding shares in physical form, please follow the steps given below:

Please fill the following details in the appropriate boxes (applicable to Members holding shares in Demat Form and Physical Form)	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker / Postal Ballot form / mail) 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 serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Sunday, September 27, 2015 (10:00 a.m.) and ends on Tuesday, September 29, 2015 (5:00 p.m.) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xvii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in Sealed envelope to the Mr. Arvind Baid -Scrutinizer, Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli, Andheri (West), Mumbai – 400 058 so as to reach by 5.00 p.m. on September 27, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.
21. Brief resume of Directors proposed to be re-appointed/appointed, nature of their expertise in specific functional areas & names of the companies in which they hold directorships, memberships /chairmanships for Board/Committees as stipulated in Clause 49 of the Listing Agreement with Stock Exchange in India, forming an integral part of the notice is annexed below the explanatory of this notice (**Annexure I**).

By Order of the Board of Directors
For **Nouveau Global Ventures Limited**

Date : August 28, 2015
Place : Mumbai

Registered Office:
401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Dawood Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Sd/-
Krishan Khadaria
Managing Director
DIN : 00219096

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

As required by section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement pursuant to Companies Act, 2013 (hereinafter referred to as 'the Said Act') sets out all the material facts relating to the business mentioned at item Nos. 4 to 7 of the accompanying notice dated August 28, 2015.

ITEM NO. 4

Ms. Asha Khadaria (DIN: 00219112) was appointed as an Additional Director w.e.f. 30th March, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, **Ms. Asha Khadaria** holds office upto the date of this AGM and is eligible for appointment as Director of the Company in accordance with Section 152 and other applicable provisions, if any of the Companies Act. 2013.

The Company has received request in writing from a member of the Company proposing **Ms. Asha Khadaria's** candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Madhumati Gawade on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

Except **Ms. Asha Khadaria, Mr. Mohit Khadaria and Mr. Krishan Khadaria**, none of the Directors and Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Securities and Exchange Board of India (SEBI) had vide Circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014 inter-alia Clause 49 of the Equity Listing Agreement and pursuant thereto, advised the listed companies that all existing material related party contracts or arrangements as on the date of the said Circular which were likely to continue beyond March 31, 2015, shall be placed for approval of the shareholders in the First General Meeting held subsequent to October 01, 2014.

Further, Clause 49 (VII) (E) of the Equity Listing Agreement which is applicable to all listed companies effective October 1, 2014 stipulates that all prospective material related transactions shall require approval of the unrelated shareholders by a special resolution.

Accordingly, all Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements entered into and all the prescribed disclosures as required to be given pursuant to Explanation (3) to Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 are stated therein below for the perusal of the members :

Name of the related party and nature of relationship.	Name of the Director or Key Managerial Personnel who is related	Nature, duration of the contract and particulars of the contract or arrangement	Monetary Value (Rs. in crores per annum)	Any other relevant information or is important for the members to make decision on the proposed transaction
<p><u>Pearl Electronics Limited- Group Company</u> (Director Mr. Krishan Khadaria is also a Director in Group Company, and Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital)</p>	<p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria</p>	<p>The Company may accept or give Unsecured Loans /business advances/ capital contribution and providing or availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time.(subject to the provisions of Section 186 of the Act) and may also enter into transaction for purchase / sale/ lease of immovable properties.</p>	<p>50</p>	<p>None</p>
<p><u>Pearl Agriculture Limited-Group Company</u> (Director Mr. Krishan Khadaria is also a Director in Group Company, and Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital.)</p>	<p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria</p>	<p>The Company may accept or give Unsecured Loans /business advances/ capital contribution and providing or availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time.(subject to the provisions of Section 186 of the Act) and may also enter into transaction for purchase / sale/ lease of immovable properties..</p>	<p>50</p>	<p>None</p>

Name of the related party and nature of relationship.	Name of the Director or Key Managerial Personnel who is related	Nature, duration of the contract and particulars of the contract or arrangement	Monetary Value (Rs. in crores per annum)	Any other relevant information or is important for the members to make decision on the proposed transaction
<p><u>Nouveau Shares and Securities Limited</u> (Being wholly owned subsidiary of the Company)</p>	Mr. Krishan Khadaria	The Company may accept or give Unsecured Loans /business advances/ capital contribution and providing or availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time and may also enter into transaction for purchase / sale/ lease of immovable properties.	50	None
<p><u>Nouveau Global FZE</u> (Being wholly owned subsidiary of the Company)</p>		The Company may accept or give Unsecured Loans /business advances/ capital contribution and providing or availing corporate guarantees / collaterals and security(ies) for loans availed/given on such terms and conditions as may be decided by the Board of Directors from time to time and may also enter into transaction for purchase / sale/ lease of immovable properties.	50	None

The Audit Committee and the Board of Directors have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, that all the aforesaid transactions are on an arm's length basis.

As per Clause 49 (VII) (E) of the Equity Listing Agreement, all entities falling within the definition of related parties shall abstain from voting on this special resolution and accordingly, the promoters and the promoter group entities shall not vote on this special resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the special resolution as set out in Item No.5 of the accompanying Notice for the approval of the members.

ITEM NO. 6

The Companies Act, 2013 and Clause 49 of the Equity Listing Agreement aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') and Clause 49 (VII) of the Equity Listing Agreement with stock exchanges as amended provides that for entering into any contract or arrangement with a related party, in case such contract or arrangement is in the ordinary course of business of the Company and is on an arm's length basis, prior approval of the Audit Committee shall be obtained. In case such contract or arrangement is not in the ordinary course of business or not on an arm's length basis, then prior approval of the Audit Committee and of the Board shall be obtained.

Further, if the proposed contract or arrangement is not in the ordinary course of business or on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, then prior approval of the shareholders by a ordinary resolution shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Clause 49 (VII) (E) of the Equity Listing Agreement provides that all material related party transactions whether they are in the ordinary course of business or on an arm's length basis, shall require approval of the shareholders by a special resolution and all the related parties shall abstain from voting on such resolutions. Proviso to Clause 49 (VII) (C) of the Equity Listing Agreement states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Based on the Clause 49 of the Equity Listing Agreement, provisions of Section 188 of the Act applicable if any and the Rules made thereunder, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act). The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2015-2016 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the table in the resolution
B	Name of the Director or Key Managerial Personnel who is related	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria
C	Nature of relationship	<p>Mr. Krishan Khadaria, Promoter Director is a Promoter Director of Pearl Agriculture Limited</p> <p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital.</p> <p>Mr. Krishan Khadaria, Promoter Director is a Promoter Director of Pearl Electronics Limited</p> <p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital.</p> <p>Mr. Krishan Khadaria is a Director in Nouveau Shares & Securities Limited</p>
D	Nature, material terms, monetary value and particulars of contract or arrangement	<ol style="list-style-type: none"> 1. The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entities mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa. 2. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa. 3. The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa. 4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities. 5. The company may enter in transaction of sale, purchase or supply of any goods or materials.
	Monetary value	As mentioned in the resolution.

The approval of the shareholders is being sought by a special resolution in the event of any related party transaction exceeding the threshold limits set out in proviso to Clause 49 (VII) (C) of the Equity Listing Agreement or the limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014, if any.

As per Clause 49 (VII) (E) of the Equity Listing Agreement, all entities falling within the definition of related parties shall abstain from voting on this special resolution and accordingly, the promoters and the promoter group entities shall not vote on this special resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other Director or the relatives of the Directors is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the special resolution as set out at Item No.6 of the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act and Clause 49 (VII) (E) of the Equity Listing Agreement.

ITEM NO. 7

In view of increased turnover and profitability during past years, sometime company may have spare funds. For better utilization of these liquid funds in the hands of company may be invested into securities. Board of Directors in their meeting held on August 28, 2015 decided to seek approval of shareholders to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

As per section 186 of the Companies Act, 2013 your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more. In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment within the limits as mentioned in proposed resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By and on behalf of the Board
For **Nouveau Global Ventures Limited**

Date : August 28, 2015
Place : Mumbai

Registered Office:
401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Da Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Sd/-
Krishan Khadaria
Managing Director
DIN : 00219096

ANNEXURE I

PROFILE OF THE DIRECTORS BEING APPOINTED/ RE-APPOINTED

The brief resume of each of the Director proposed to be appointed/ re-appointed at the 27th Annual General Meeting of the Company is given below:-

Name of Director	Mohit Khadaria	Asha Khadaria
DIN	05142395	00219112
Date of Birth	15/10/1986	11/07/1964
Nationality	Indian	Indian
Date of appointment	09/12/2011	30/03/2015
Educational Qualification	Masters Degree in Electrical Engineering from U.S.A.	Bachelor in Arts
Experience	<p>A graduate of the Pennsylvania State University, USA, Mohit holds a Masters degree in Electrical Engineering through the combined degree program offered by the Schreyers Honor's College.</p> <p>After seven years in the United States, Mohit has returned to India to see his passion grow and develop amongst the boundless potential the Indian market has to offer. As an automation market, India is still maturing but, the willingness of builders and designers incorporating such technologies is what drives Mohit to take this step.</p> <p>He is extremely passionate about technology and its applications to enhancement of human day-to-day life. His experience with Lutron Electronics (www.lutron.com) as an Embedded Software Engineer has allowed him to pursue that passion in creating cutting edge products in Residential and Commercial Lighting Automation.</p> <p>Working with the local Lutron team in India has also given Mohit an acute understanding of the automation market in India and geared him up to take the required steps to expand this budding industry to new heights.</p>	Working with Nouveau Group since inception and specializes in the field of investment activities.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	Nouveau Global Ventures Limited - Stakeholders Relationship Committee (Member)	None
List of directorship held in other Companies	<ol style="list-style-type: none"> 1. Pearl Arcade Amusement Private Limited 2. Pearl Arcade Canteens And Caterers Private Limited 3. Suman Multitrade Private Limited 4. Bhaskar Realty Private Limited 5. Automagical Software Private Limited 6. Mitesh Poly Pack Pvt Ltd 7. Ona Farms Private Limited 8. Pearl Arcade Property Developers Private Limited 	<ol style="list-style-type: none"> 1. Laxmiramuna Investments Private Limited 2. Pearl Arcade Canteens And Caterers Private Limited 3. Pearl Arcade Amusement Private Limited 4. Suman Multitrade Private Limited
Shareholding in the Company	7,000	7,28,580

DIRECTORS' REPORT

To,
The Members,
Nouveau Global Ventures Limited

Your Directors are pleased to present their 27th Annual Report together with the audited financial statements, for the financial year ended March 31, 2015.

1. FINANCIAL PERFORMANCE OF THE COMPANY

(Rs. In Lacs)

Particulars	Year ended 31 st March, 2015	Year ended 31 st March, 2014
Profit before interest, depreciation, tax and Extra Ordinary Items	77.54	47.07
Depreciation/amortization	13.94	13.13
Profit before interest, tax and Extra Ordinary Items	63.59	33.94
Finance Costs	56.43	11.11
Profit before tax and Extra Ordinary Items	7.16	22.82
Less: Provision for taxes on income		
--Current tax	0.32	6.03
--Deferred tax liability / (asset)	(1.82)	(0.43)
Profit before Extra Ordinary Items	8.66	17.22
Extra Ordinary Items (Net of Tax)	-	-
Profit for the year	8.66	17.22

2. STATE OF COMPANY'S AFFAIRS

The Company has achieved a Profit after tax of Rs. 8,66,392/- (Rupees Eight Lacs Sixty Six Thousand Three Hundred and Ninety Two Only) from the operations of the Company as compared to a profit after tax of Rs.17,22,156/- (Rupees Seventeen Lacs Twenty Two Thousand One Hundred and Fifty Six Only) earned during the previous financial year. The turnover of the company during the financial year was Rs. 6,02,04,687/- (Rupees Six Crore Two Lacs Four Thousands Six Hundred Eighty

Seven) as against last year's turnover Rs. 9,51,74,564/- (Rupees Nine Crore Fifty One Lacs Seventy Four Lacs Five Hundred Sixty Four).

The Company has four reportable business segments i.e. Multimedia, Financial & Consultancy, Dealing in Shares & Securities and Textile Division. The Company always intends to grab the opportunities available in these fields.

3. DIVIDEND & RESERVES

Your Directors do not recommend any dividend for the year ended March 31, 2015, in view of the growth of the business and insufficient profits during the year.

During the year under review, no amount was transferred to Reserves.

4. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 is Rs.18,55,30,000 (Rupees Eighteen Crores Fifty Five Lac thirty Thousand only). During the year under review, the Company has not issued any shares with or without differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

5. SUBSIDIARIES

As on March 31, 2015, the Company has following two unlisted wholly owned subsidiaries.

1. Nouveau Shares And Securities Limited

The wholly owned subsidiary of the Company, a closely held Public Ltd. Company incorporated in October 1994 M/s. **Nouveau Shares and Securities Limited** is engaged into the core business of Share Broking. The Company is a 100% subsidiary of Nouveau Global Ventures Ltd. The Company has Paid-Up Share Capital of Rs.125.50 Lacs and having Net worth of Rs. 65.23 Lacs as on March 31, 2015.

2. Nouveau Global Ventures FZE

In view of the large scale expansion drive of the company, a business entity by way of a 100% subsidiary was incorporated in Ras Al Khaimah Free Trade Zone as per law applicable in UAE. The subsidiary is functioning in the same line of business of the Parent Company.

Net sales of NOUVEAU GLOBAL VENTURES FZE has increased from Rs. 4063.99 lacs in the previous year to Rs. 4415.83 lacs during the current financial year 2014-15. Net profit during the period is Rs. 299.69 lacs, as compared to a net profit of Rs. 291.75 lacs in the previous year.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statement including all of its subsidiaries, which is forming part of this report. The financial position and performance of its subsidiaries are given in the statement containing salient features of the financial statements of the said subsidiaries, which form part of the consolidated financial statements.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been hosted on its website www.nouveauglobal.com. Further, as per fourth proviso to the said section, the audited annual accounts of each of the said subsidiary companies of the Company have also been hosted on the Company's website www.nouveauglobal.com. Any shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company's Registered Office. Further, please note that the said documents will be available for examination by the shareholders of the Company at its Registered Office during business hours.

The Company does not have any material subsidiary as defined under Clause 49 of the Listing Agreement. However, the Company has formulated a policy for determining Material Subsidiaries in terms of Clause 49 of the Listing Agreement and the same is available on the website of the Company at www.nouveauglobal.com

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture Companies. A statement containing the salient features of the financial position of the subsidiary companies in Form AOC-1 is annexed as **Annexure A**.

6. DIRECTORS

In terms of Section 149 of the Act, the Members, at their meeting held on September 30, 2014, appointed the following as Independent Directors of the Company:

- Mr. Manoj Bhatia (w.e.f. 30.09.2014)
- Mr. Narendra Gupta (w.e.f. 30.09.2014)
- Mr. Omprakash Bajaj (w.e.f. 30.09.2014)
- Mr. Naushad Mohd. Sayeed Bhramer (w.e.f. 30.09.2014)

In accordance with the provisions of Section 152 of the Act and in terms of Articles of Association of the Company, Mr. Mohit Khadaria, Director of the Company, retires by rotation, at the forthcoming Annual General Meeting (AGM) and, being eligible, offers himself for re appointment.

During the year under review, Mr. Naushad Mohd. Sayeed Bhramer resigned as an Independent Director of the Company w.e.f. November 1, 2014. The Board has placed on record its deep appreciation for the valuable contribution made by him during his tenure of office.

Pursuant to Sections 149 and 161 of the Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, the Board of Directors had at its meeting held on March 30, 2015, appointed Mrs. Asha Khadaria as an Additional Director of the Company w.e.f March 30, 2015. The requisite resolution for approval of her appointment as Director is being proposed in the notice of the ensuing AGM for the approval of the members.

The Company has received declarations from all the Independent Directors of the Company, confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors are disqualified from being appointed as Directors as specified in section 164 of Companies Act, 2013.

7. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 49 of the Listing Agreement entered into with the Stock Exchange. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

8. KEY MANAGERIAL PERSONNEL

During the year under review, in terms of Section 203 of the Act, your Company appointed Mr. Naresh Kedia as Chief Financial Officer on September 17, 2014 as Key Managerial Personnel.

9. MEETINGS OF THE BOARD

During the year under review, 9 meetings of the Board of Directors were held. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

10. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee

Details of composition, terms of reference, number of meetings held for respective committees and details of the familiarisation programmes for Independent Directors are given in the Report on Corporate Governance.

11. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the requirement of the clause 49 of Listing Agreement with Stock Exchange in India, the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report marked as **Annexure B**.

12. CORPORATE GOVERNANCE:

Your Company has always endeavoured to adhere to high standards of Corporate Governance and ensured its compliance both in spirit and law.

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on

Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

13. STATUTORY AUDITORS & AUDITORS' REPORT

M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W), Statutory Auditors of your Company, hold office until the conclusion of the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment as Statutory Auditors for the financial year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. CPM & Associates that their appointment, if made, would be in conformity with the limit specified under Section 141(3) (g) of the Companies Act, 2013.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark

14. SECRETARIAL AUDITORS & AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. Shiv Hari Jalan, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the year ended March 31, 2015.

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates have been issued on a half-yearly basis, by a Company Secretary in practice.

A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as **Annexure C** to this Report.

Certain observations made in the report were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure in future that all the provisions are complied to the fullest extent.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to the information and explanations obtained by them, hereby confirm:

- a) That in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) That Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for the year ended March 31, 2015;

- c) That proper and sufficient care has been taken 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 fraud and other irregularities.
- d) That the annual financial statements have been prepared on a going concern basis.
- e) That the Directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as on March 31, 2015 is attached as **Annexure-D** to this Report.

17. DEPOSITS

In terms of the provisions of Sections 73 of the Act read with the relevant Rules of the Act, the Company had no opening or closing balances and also has not accepted any fixed deposits during the year under review and as such, no amount of principal or interest was outstanding as on March 31, 2015.

18. RELATED PARTY TRANSACTIONS

In all related party transactions that were entered into during the financial year, an endeavour was made consistently that they were on an arm's length basis and were in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Agreement. However, the material related party

transactions are accorded for shareholders approval in the ensuing Annual General Meeting.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit committee is obtained on a yearly basis specifying the upper ceiling as to amount for the transactions which are of foreseen and repetitive nature. The details of all such related party transactions entered into pursuant to the omnibus approval of the Committee are placed before the Audit Committee on a quarterly basis for its review.

The Company has adopted a Policy on Related Party Transactions. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: www.nouveauglobal.com The details of the transactions with Related Parties are provided in the accompanying financial statements.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, FormAOC-2 is not applicable to the Company.

19. DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been disclosed in the Corporate Governance Report which forms part of this Report.

20. CODE OF CONDUCT FOR BOARD AND SENIOR MANAGERIAL PERSONNEL

The Board has laid down separate Codes of

Conduct for Non-Executive Directors and Senior Management personnel of the Company and the same are posted on the Company's website www.nouveauglobal.com. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance.

21. GUIDELINES ON INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code. The details of the Code adopted by the Company forms a part of Corporate Governance Report annexed to this Report.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act, the Company has established a Vigil Mechanism

that enables the Directors and Employees to report to the management, instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The Vigil Mechanism provides for:

- a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and
- b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

Details of the Vigil Mechanism policy/Whistle Blower Policy is explained in the Corporate Governance Report and is made available on the Company's website www.nouveauglobal.com

23. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment/Anti Sexual Harassment policy at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, if any.

The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2014-2015, no complaints were received by the Company related to sexual harassment.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans and Investments covered under section 186 of the Companies Act, 2013 made by your Company during the year under review are given in the Notes on financial statement referred to in the Auditors' Report.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Since the Company is neither engaged in any manufacturing activity nor the Company has any manufacturing unit, therefore there prescribed particulars with regards to compliance of rules relating to conservation of Energy and Technology absorption pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule – 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable on your Company.

26. FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there was no foreign exchange earnings or out flow.

27. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the performance of the board as a whole and Non-independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and Independent Directors (without participation of the relevant Director). The criteria for performance evaluation have been detailed in

the Corporate Governance Report which is annexed and forms part to this Report.

28. PARTICULARS OF EMPLOYEES

Statement pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company since during the period under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 197 of the Act.

29. RISK MANAGEMENT

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. As per the policy requirement Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The details of the Committee are provided in the Corporate Governance Report annexed to this Report.

The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

30. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- ii) Issue of shares (including sweat equity shares) to employees of the Company

- iii) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future
- iv) No change in nature of business.
- v) The Company confirms that it has paid the annual listing fees for the year 2015-16 to Bombay Stock Exchange.
- vi) There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

31. ACKNOWLEDGMENT

Your Directors express deep sense of appreciation to the members, investors, bankers, service providers, customers, and other business constituents for their continued faith, abundant assistance and cooperation extended to the Company. Your Directors would like to make a special mention of the support extended by the various Departments of Government of India, the State Governments, particularly, the Tax Authorities, the Ministry of Commerce, Ministry of Corporate Affairs, Securities and Exchange Board of India and others and look forward to their continued support in all future endeavours.

Your Directors also sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels thereby contributing largely to the growth and success of the Company.

By and on behalf of the Board
For **Nouveau Global Ventures Limited**

Sd/-
Krishan Khadaria
Managing Director
DIN : 00219096

Sd/-
Manoj Bhatia
Director
DIN : 01953191

Date : August 14, 2015
Place : Mumbai

ANNEXURES TO THE DIRECTORS' REPORT**ANNEXURE A****FORM AOC. 1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/jointventures [Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts)Rules, 2014]

Part "A": Subsidiaries**(Rs. In Lacs)**

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Nouveau Shares & Securities Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	
	a) Authorised Capital	150
	b) Paid-up Capital	125.5
5.	Reserves & surplus	(60.26)
6.	Total assets	96.98
7.	Total Liabilities	96.98
8.	Investments	2.61
9.	Turnover	-
10.	Profit before taxation	(0.35)
11.	Provision for taxation	0.37
12.	Profit after taxation	(0.72)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

(Rs. In Lacs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Nouveau Global FZE, U.A.E.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED(AED 1 =INR 17.20)
4.	Share capital	255.30
5.	Reserves & surplus	597.88
6.	Total assets	239.31
7.	Total Liabilities	239.31
8.	Investments	NIL
9.	Turnover	4415.83
10.	Profit before taxation	299.68
11.	Provision for taxation	N.A.
12.	Profit after taxation	N.A.
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

- Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2015.
- None of subsidiaries have been liquidated or sold during the year.

ANNEXURE B**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

This report covers the operations and financial performance of the Company for the year ended 31st March, 2015 and forms part of the Directors' Report.

➤ **OVERVIEW**

The overall economic environment has improved over the last year driven by low inflation, a stable currency and the reforms agenda driven by the new Government at the centre. Global economic growth was 3.4 % in 2014 and is projected to reach 3.5 % and 3.8% in 2015 and 2016, respectively. This reflects a pickup in growth in advanced economies relative to the previous year and a slowdown in emerging market and developing economies, especially China. Global sourcing of services grew faster by 10% and India held on to its leadership position with a 55% market share.

➤ **MEDIA**

Entertainment industry in India is poised to grow at a CAGR of 13.9 per cent. The media and entertainment industry captures a wide variety of companies that serve to provide services that keep the everyday consumer engaged. There are number of segments within the industry, each of which provides a different form of entertainment to consumers around the world. Due to its dependency on technological developments new segments of the media and entertainment industry are constantly up and coming. To that end, the most significant technological development (in recent years, at least) for the evolution of the media industry has been the rise of the internet. This technology alone has changed how media is consumed and furthermore has created entirely new sectors and platforms for mainstream entertainment that are still in the early stages of their development.

➤ **OPPORTUNITIES & THREATS**

Entertainment industry in India has registered an explosive growth in last two decades making it one of the fastest growing industries in India.

- Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides.
- Proving its resilience to the world, the Indian M&E sector is on the cusp of a strong phase of growth, backed by rising consumer payments and advertising revenues across all sectors.
- The total media and entertainment industry, including print, television, radio, outdoor, digital, animation, gaming and music, is expected to touch Rs. 1.16 trillion in 2015.
- A new window of opportunity could open if Indian Film Industry popularly known as Bollywood, produce high quality 3D content.
- Critical tax and regulatory interventions were critical for enabling growth.
- The film industry continues to lose around INR50 billion in revenues and over 50,000 jobs every year due to piracy.
- Large competition from Hollywood films affects Indian Film and Entertainment Industry as Hollywood takes 36 months to plan and 12 months to execute, where as an Indian film takes 6 months in planning and 18 months in execution.

➤ **OUTLOOK**

The company is putting continuous efforts to attain further efficiencies. Further, the Company is confident that in spite of the challenges and competition in the industry it will perform better in view of the strong fundamentals of the Company and hope to improve its turnover. The Company is expecting to enhance its presence globally to rationalize its significance by entering into the new alliance.

➤ **TEXTILES**

Industry Structure & Development

For the Textiles industry, the global focus is shifting from China to India due to cost and stability factors. The government's positive steps are expected to help this shift and if foreign investments in textiles retail materialises, the consumption of the textile products in the domestic market should increase in the years to come.

The Indian textile industry occupies a significant place in the country's economy providing employment directly or indirectly to around 85 million people. Cotton is a major raw material for the Indian textile industry, constituting about 65% of its requirements, and is primarily used by the textile industry to produce thread, fabrics, linen and apparel.

The fall in yarn prices and weak realizations are expected to adversely affect the operating performance of spinning mills. India has a very powerful and impressive cotton yarn and fabric business sector that will now be looking at what it can achieve in the non-cotton and cotton/man-made blends and 100-percent man-made textiles. The sector appears to have the confidence and capability to shift its focus towards India's growing man-made textile industry.

➤ **OPPORTUNITIES & THREATS**

- There is scope for growth in the textile industry as India's share in the global trade in textiles is weak, compared to other countries, based on the availability of raw material and skills.
- The free trade environment is a good opportunity for Indian textile industry to increase its share in the global market.
- Recently Turkey has allowed duty free imports of textile fabrics from Pakistan and hence, India will have to face tough competition in this market for textile products.
- Increase in the power costs, higher transaction costs, high cost of labour and general increase in input costs, are all hindering progress, for which the industry has to concentrate on cost reduction exercises and improvement in efficiency.
- Input costs, including power and labour, are extraneous factors which make it difficult for the Company to face competition from China, Pakistan and Bangladesh.

➤ **RISK & CONCERNS**

The overall business environment remains a little uncertain given the macro economic issues in our key markets. In a highly competitive environment, we may face margin pressures. Such pressures may be due to customers having tough expectations on pricing or due to tactical movements on the part of our competitors to gain market share. There may be challenges posed by different business models offered by competitors.

➤ **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

Given the magnitude and nature of its business, the Company needs to maintain sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard assets and protect them from any loss due to unauthorized use or disposition. The operating managers make sure that all operations within their area are compliant and safeguarded against all risks whereas on the other auditors carry out random audits to detect flaws in the system, which makes it effective and efficient. Internal audit reports are prepared to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the management team and the Audit Committee for follow-up action.

➤ **HUMAN RESOURCES / INDUSTRIAL RELATIONS**

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Industrial relations are cordial and satisfactory. The company expects to continue to get their unflinching support in future also. During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

➤ **CORPORATE CONSCIENCE**

Company is been approached by the Rajasthan Vidhyarthi Grah which is a renowned Institution who provides residential accommodation to the C.A. students (who are pursuing Chartered Accountancy Course). Institute wanted our support to provide the accommodation facility to the female students coming from outside Mumbai and pursuing the course. Company has entered into a leave & license agreement with Rajasthan Vidyarthi Griha (RVG), for establishing a Hostel in the name of RVG Girls Hostel for Girls pursuing preferably the course of Chartered Accountancy. For the social cause Company has provided its Flat No. 701 & 702 of Adivasi Society, Andheri (West), Mumbai.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements. Such risks and uncertainties include, but are not limited to: growth, competition, domestic & international economic conditions affecting demand, supply & price conditions, changes in Government regulations, tax regimes and other statutes.

By and on behalf of the Board
For **Nouveau Global Ventures Limited**

Sd/-
Krishan Khadaria
Managing Director
DIN : 00219096

Sd/-
Manoj Bhatia
Director
DIN : 01953191

Place : Mumbai
Date : August 14, 2015

‘ANNEXURE C’

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY

104, MAHAVIR BUILDING, 44/46, POPATWADI LANE, KALBADEVI, MUMBAI-2.
Telephone: 22075834, 22075835, Mobile: 9869035834, email : shivharijalancs@gmail.com

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Nouveau Global Ventures Limited
A/401, Pearl Arcade, Daut Baug Lane,
Off J. P. Road, Opp. P. K. Jewellers,
Andheri (West), Mumbai-400058.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nouveau Global Ventures Limited** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the period under review)

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;/ Securities and exchange board of India (Share based employee benefits) Regulations, 2014 notified on 28.10.2014. (Not applicable to the company during the period under review)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review).
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the period under review).
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the period under review).
- vi) The company has informed that there are no other laws which are specifically applicable to the company

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified thus not applicable to the company during the period under review)
- ii. The Listing Agreements entered into by the Company with BSE Limited.

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

1. *The company has given loans to its wholly owned subsidiary companies however pursuant to provisions of section 185 of the Companies Act, 2013 I am unable to comment whether such loans made are utilised by the subsidiary companies for its principal business activities.*
2. *The company has not complied the provision of section 186 (7) of the Companies Act, 2013 in respect of interest free loans given.*
3. *The company has not complied with the provision of Section 93 of the Companies Act, 2013 w.r.t non filing of MGT-10 with respect to change in number of shares held by top ten shareholders of the company.*
4. *The company has appointed chief financial officer on September 17, 2014 further the company has made delay in filing DIR-12 and MR-1 however the said e-forms are filed after 30 days with additional filing fees.*
5. *The company has made delay in filing MGT-14 wrt approval of annual accounts for the year ended March 31, 2014; quarterly financial results for the quarter ended June 30, 2014 and appointment of internal auditor however the said e-forms are filed after 30 days with additional filing fees.*
6. *The company has not complied clause 49(VII) of the Listing agreement in respect of related party transactions.*
7. *The company has not complied the prescribed period / time limit as specified in clause 41(I)(d)(e)(f) and 41(VI)(a) of the Listing agreement in respect of submission of financial results, outcome of board meeting and publication of financial results respectively.*
8. *The company has neither received the disclosure in Form-B nor submitted the disclosure to stock exchange pursuant to regulation 13(2) & regulation 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 respectively.*

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the company had no specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai

Date: August 14, 2015

Sd/-
SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

This report is to be read with my letter of even date which is annexed as **Annexure 'I'** and forms an integral part of this report.

SHIV HARI JALAN
B.COM., F.C.A., F.C.S.
COMPANY SECRETARY

104, MAHAVIR BUILDING, 44/46, POPATWADI LANE, KALBADEVI, MUMBAI-2.
Telephone: 22075834, 22075835, Mobile: 9869035834, email : shivharijalancs@gmail.com

'ANNEXURE I'

To,
The Members,

Nouveau Global Ventures Limited
A/401, Pearl Arcade, Daut Baug Lane,
Off J. P. Road, Opp. P. K. Jewellers,
Andheri (West), Mumbai 400058.

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: August 14, 2015

Sd/-
SHIV HARI JALAN
COMPANY SECRETARY
FCS No: 5703
C.P.NO: 4226

ANNEXURE D

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2015

[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:

i) CIN:-	L01407MH1988PLC049645
ii) Registration Date	August 16, 1988
iii) Name of the Company	Nouveau Global Ventures Limited
iv) Category / Sub-Category of the Company	Company Limited by shares Indian Non- Government Company
v) Address of the Registered office and contact details	401/A, Pearl Arcade, Opp P.K. Jewellers, Daut Baug Lane, Off. J.P. Road, Andheri (W), Mumbai- 400058 Tel: 022-6778155/26783178/26797780 Website: www.nouveauglobal.com
vi) Whether listed company Yes / No	Yes listed with Bombay Stock Exchange
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Saki Naka, Andheri (E), Mumbai-400072 Tel: 022-4043 0200 Email id.: investor@bigshare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products /services	% to total turnover of the Company
1	Film Rights and Royalty	24.88
2	Sale of Fabrics	43.67
3	Organizing Events and other Media activities	11.09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Nouveau Shares & Securities Limited	U67120MH1994PLC082203	Subsidiary	100	2(87)(ii)
2	Nouveau Global Ventures FZE	-	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
Individuals/ HUF	2021599	-	2021599	10.90	2021599	-	2021599	10.90	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Any Other	4781200	-	4781200	25.77	4781200	-	4781200	25.77	-
SubTotal (A)(1)	6802799	-	6802799	36.67	6802799	-	6802799	36.67	-
(2) Foreign									
NRIs- Individuals	-	-	-	-	-	-	-	-	-
Other - Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
SubTotal(A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	6802799	-	6802799	36.67	6802799	-	6802799	36.67	-
B. Public Shareholding									
1. Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/ FI	-	-	-	-	-	-	-	-	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
SubTotal(B)(1)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
C. Promoters									
2. Non-Institutions									
a) Bodies Corp.	7856018	8300	7864318	42.39	8931997	8300	8940297	48.19	5.8
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lac	421580	131986	553566	2.98	388140	131186	519326	2.80	-0.18
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	3089301	169400	3258701	17.56	2080314	169400	2249714	12.13	-5.43
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Others (Specify)	-	-	-	-	-	-	-	-	-
i) Trusts	-	-	-	-	-	-	-	-	-
ii) Clearing Member	52435	-	52435	0.28	19323	-	19323	0.10	-0.18
iii) Directors Relatives	-	-	-	-	-	-	-	-	-
iv) Employee	-	-	-	-	-	-	-	-	-
v) NRI	20881	300	21181	0.11	21241	300	21541	0.12	0.01
vi) Overseas Bodies Corporates	-	-	-	-	-	-	-	-	-
vii) Unclaimed Suspense Account	-	-	-	-	-	-	-	-	-
SubTotal(B)(2)	11440215	309986	11750201	63.33	11441015	309186	11750201	63.33	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	11440215	309986	11750201	63.33	11441015	309186	11750201	63.33	-
D. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	18243014	309986	18553000	100	18243814	309186	18553000	100.00	-

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the Year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Kasturi Overseas Pvt Ltd	13,72,600	7.40	-	13,72,600	7.40	-	0.00
2.	Navyug Telefilms Private Limited	13,38,100	7.21	-	13,38,100	7.21	-	0.00
3.	Krishan Khadaria	12,78,519	6.89	-	12,78,519	6.89	-	0.00
4.	Golden Medows Export Pvt. Ltd.	9,00,000	4.85	-	9,00,000	4.85	-	0.00
5.	Asha Khadaria	7,28,580	3.93	-	7,28,580	3.93	-	0.00
6.	Attribute Shares & Securities Pvt. Ltd.	6,56,654	3.54	-	6,56,654	3.54	-	0.00
7.	Mumbadevi Finance Investment Company Pvt. Ltd.	3,80,000	2.05	-	3,80,000	2.05	-	0.00
8.	Forever Flourishing Finance & Investment Pvt. Ltd.	77,154	0.42	-	77,154	0.42	-	0.00
9.	Kashish Multi Trade Pvt. Ltd.	56,692	0.31	-	56,692	0.31	-	0.00
10.	Mohit Khadaria	7,000	0.04	-	7,000	0.04	-	0.00
11.	Sushila Devi Raghunath Prasad Khadaria	5,000	0.03	-	5,000	0.03	-	0.00
12.	Mohini Krishan Khadaria	2,500	0.01	-	2,500	0.01	-	0.00
		68,02,799	36.67	-	68,02,799	36.67	-	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change):-

During the year under review, no change has occurred in the Promoters' Shareholding.

Sl. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Kasturi Overseas Pvt Ltd	13,72,600	7.40	13,72,600	7.40
2.	Navyug Telefilms Private Limited	13,38,100	7.21	13,38,100	7.21
3.	Krishan Khadaria	12,78,519	6.89	12,78,519	6.89
4.	Golden Medows Export Private Limited	9,00,000	4.85	9,00,000	4.85
5.	Asha Khadaria	7,28,580	3.93	7,28,580	3.93
6.	Attribute Shares and Securities Pvt. Ltd	6,56,654	3.54	6,56,654	3.54
7.	Mumbadevi Finance Investment Company Pvt. Ltd.	3,80,000	2.05	3,80,000	2.05
8.	Forever Flourishing Finance & Investment Pvt. Ltd	77,154	0.42	77,154	0.42
9.	Kashish Multi Trade Private Limited	56,692	0.31	56,692	0.31
10.	Mohit Khadaria	7,000	0.04	7,000	0.04
11.	Sushila Devi Raghunath Prasad Khadaria	5,000	0.03	5,000	0.03
12.	Mohini Krishan Khadaria	2,500	0.01	2,500	0.01

(iv) Shareholding Pattern of Top Ten-Shareholders (Other than Directors, Promoters and Holders Of GDRS And ADRS):

Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1. INTEGRATED MASTER SECURITIES (P) LTD. At the beginning of the year increase/ decrease in shareholding during the year 09.05.14 06.03.15 13.03.15 At the end of the year	329060 (329060) 19000 (19000)	1.77 (1.77) 0.10 (0.10)	329060 - 19000 -	1.77 0.10 - -
2. GOLDSTREET SECURITIES LIMITED At the beginning of the year increase/ decrease in shareholding during the year 09.05.14 At the end of the year	- 329060	- 1.77	- 329060 329060	- 1.77 1.77
3. ESQUIRE ENCLAVE PRIVATE LIMITED At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	886201 -	4.78 -	886201 - 886201	4.78 - 4.78
4. LIMESTONE PROPERTIES PRIVATE LIMITED At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	731963 -	3.95 -	731963 - 731963	3.95 - 3.95
5. NIRNIDHI CONSULTANT PVT. LTD. At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	1043129 -	5.62 -	1043129 - 1043129	5.62 - 5.62
6. COMFORT DEALCOM PRIVATE LIMITED At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	197064 -	1.06 -	197064 - 197064	1.06 - 1.06
7. NATURAL HOUSING PRIVATE LIMITED At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	480847 -	2.59 -	480847 - 480847	2.59 - 2.59

Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
8. DEEPAK PATWARI At the beginning of the year increase/ decrease in shareholding during the year 06.06.14 At the end of the year	250000 (250000)	1.35 (1.35)	250000 -	1.35 -
9. PRAVEEN KUMAR AGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	500000 -	2.69 -	500000 -	2.69 -
10. SAFED SALES PRIVATE LIMITED At the beginning of the year increase/ decrease in shareholding during the year 27.02.15 At the end of the year	153815 124579	0.83 0.67	153815 278394	0.83 1.50
11. PINKY AGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	200000 -	1.08 -	200000 -	1.08 -
12. PRAVEEN KUMAR AGARWAL At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	200000 -	1.08 -	200000 -	1.08 -
13. BABITA PATWARI At the beginning of the year increase/ decrease in shareholding during the year 13.06.14 At the end of the year	400000 (400000)	2.16 (2.16)	400000 -	2.16 -
14. SNEHA PATWARI At the beginning of the year increase/ decrease in shareholding during the year 13.06.14 At the end of the year	400000 (400000)	2.16 (2.16)	400000 -	2.16 -

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. Krishan Khadaria, Promoter Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	12,78,519 -	6.89 -	12,78,519 - 12,78,519	6.89 - 6.89
2.	*Mrs. Asha Khadaria, Promoter Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	7,28,580 -	3.93 -	7,28,580 - 7,28,580	3.93 - 3.93
3.	Mr. Mohit Khadaria, Promoter Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	7000	0.04	7000 - 7000	0.04 - 0.04
4.	Mr. Narendra Ramkishor Gupta, Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- - -	- - -
5.	Mr. Manoj Bhatia, Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- - -	- - -
6.	**Naushad Mohd. Sayeed Bhramer Khan , Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- - -	- - -
7.	Mr. Om Prakash Bajaj, Independent Director At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- - -	- - -
8.	Mr. Naresh Kedia, Chief Financial Officer At the beginning of the year increase/ decrease in shareholding during the year At the end of the year	- -	- -	- - -	- - -

*Asha Khadaria appointed with effect from March 30, 2015.

** Naushad Mohd. Sayeed Bhramer Khan ceased with effect from November 1, 2014.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	33.37	1057.84	-	1091.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	33.37	1057.84	-	1091.21
Change in Indebtedness during the financial year				
□□ Addition	-	1475.80	-	1475.80
□□ Reduction	(19.81)	(1083.80)	-	(1103.61)
Net Change	19.81	392.00	-	372.19
Indebtedness at the end of the financial year				
i) Principal Amount	13.56	1449.84	-	1463.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	13.56	1449.84	-	1463.40

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD	Total Amount
		Mr. Krishan Khadaria	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s. 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	9.60 - -	9.60 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
	Others, please specify	-	-
	Total (A)	9.60	9.60
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRECTORS:

1. Independent Directors:

Particulars of Remuneration	Name of Directors				Total Amount
	Mr. Narendra Gupta	Mr. Manoj Bhatia	Mr. Om Prakash Bajaj	*Naushad Mohd. Sayeed Bhramer Khan	
Fee for attending board/ committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

* Naushad Mohd. Sayeed Bhramer Khan ceased with effect from November 1, 2014.

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

	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	4.20	5.37	9.57
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, please specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	4.20	5.37	9.57

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

REPORT ON CORPORATE GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. At Nouveau Global Ventures Limited, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Pursuant to Clause 49 of the listing agreement, given below is the Corporate Governance Report of the Company:

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that good Corporate Governance is essential for achieving long-term corporate goals and for enhancing stakeholders' value. The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. In this pursuit, your Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We at Nouveau Global Ventures Limited are committed to good corporate governance and its adherence to the best practices of true spirits at all times.

In the conduct of your Company's business and its dealings, it abides by the principles of honesty, openness and doing what is right and fair. Your Company is committed to doing things the right way which means taking business decisions and acting in a way that is ethical. These principles guide our behaviour at all times. The Company is in compliance with the requirements of Corporate Governance norms and disclosures as mentioned under the Listing agreement with the Bombay Stock Exchange Limited (BSE) and all other applicable legislation.

II. BOARD OF DIRECTORS

a) SIZE AND COMPOSITION OF THE BOARD

- The Company's Board of Directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties so as to provide appropriate directions with regard to leadership, vision, strategy, policies, monitoring, supervision, accountability to shareholders and to achieve greater levels of performance on a sustained basis as well as adherence to the best practices of Corporate Governance.
- The Board of Directors had an optimum combination of Executive and Non-Executive Directors and had one women Director and not less than fifty percent of the Board members are Non-Executive and Independent Directors. At this year end the Board composition consisted of 6 Directors comprising two Executive Directors, three Non-Executive and Independent Directors, and one Non-Executive Director.

The details of each member of the Board along with the number of Directorship/Committee membership as on March 31, 2015 are as given below:

Name	Category of Directorship	Number of other Directorship/ Committee Membership/Chairmanships(including Nouveau Global Ventures Limited)				
		Directorships(1) under Section 165			Committee Member-ships	Committee Chairman-ships
		Public Companies		Private Companies		
		Listed	Unlisted			
Mr. Krishan Khadaria	Executive and Promoter	3	1	15	5	-
Mr. Mohit Khadaria	Executive and Promoter	1	-	7	1	-
Mr. Manoj Bhatia	Non-executive and Independent	3	1	3	1	5
Mr. Omprakash Bajaj	Non-executive and Independent	1	2	5	-	-
Mr. Narendra Gupta	Non-executive and Independent	1	-	1	1	1
Mrs. Asha Khadaria*	Non-Executive and Promoter	1	-	3	-	-
Naushad Mohd. Sayeed Bhramer**	Non-executive and Independent	N.A				

* Mrs. Asha Khadaria was appointed as an Additional non-executive Director w.e.f. March 30, 2015.

** Naushad Mohd. Sayeed Bhramer has resigned and ceased as a Non-Executive & Independent Director w.e.f. November 1, 2014.

Notes:

1. Represents Memberships / Chairmanships of Audit Committee and Stakeholders Relationship Committee (formerly known as Shareholders' / Investors' Grievance Committee).
2. Number of Directorship held in other companies includes all companies, whether listed or unlisted, private companies and excludes foreign companies, other bodies corporate and professional bodies. The limits on directorship of Independent Directors and Executive Directors are within the permissible limits.
3. None of the Directors on the Board is a member in more than ten Committees and Chairman of more than five Committees across all the public companies in which he/she is a Director.
4. Except for Mr. Krishan Khadaria, Mr. Mohit Khadaria and Mrs. Asha Khadaria, none of the Directors are related to each other.

➤ **Board Meetings and Attendance**

During the financial year under review, 9(Nine) Board meetings were held on May 30, 2014; July 23, 2014; August 14, 2014; August 26, 2014; September 17, 2014; November 14, 2014; December 15, 2014; February 13, 2015 ; and March 30, 2015. The interval between two Board meetings was well within the maximum period mentioned under Section 173 of the Act and the Listing Agreement.

Details of Directors as on March 31, 2015 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2015 are given below:

Name of the Director	Category of Directorship	Particulars of Attendance		
		Board Meeting		Last AGM (30.09.14)
		Held	Attended	
Mr. Krishan Khadaria	Executive and Promoter	9	9	Yes
Mr. Manoj Bhatia	Non-executive and Independent	9	8	Yes
Mr. Mohit Khadaria	Executive and Promoter	9	5	No
Mr. Omprakash Bajaj	Non-executive and Independent	9	9	Yes
Mr. Narendra Gupta	Non-executive and Independent	9	6	Yes
Naushad Mohd. Sayeed Bhramer*	Non-executive and Independent	9	4	Yes
Ms. Asha Khadaria**	Non-executive and Promoter	9	-	N.A

* Naushad Mohd. Sayeed Bhramer resigned and ceased as a Non-Executive & Independent Director w.e.f. November 01, 2014.

** Ms. Asha Khadaria was appointed as an Additional non-executive Director w.e.f. March 30, 2015.

The detail of shares held by the non executive director of the Company in their individual names as on March 31, 2015 is furnished below:

Name of the Director	No. of equity shares held	Designation
Asha Khadaria	728580	Director

b. INDEPENDENT DIRECTORS

- All the Non Executive Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (“the Act”) and Rules made there under as well as Clause 49 of the Listing Agreement entered into with the Stock Exchange. All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement.

➤ **Performance Evaluation of Directors:**

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

➤ Meeting of Independent Directors

During the year, a meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

➤ Familiarization Programme

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been made part of the Company's Directors Appointment and Remuneration Policy as annexed to this report as **Annexure IV**.

c) NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

All Non-executive Directors (including Independent Directors) will be paid sitting fees by the Board subject to the ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

d) CODE OF CONDUCT

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

The full text of the Code is furnished in this Report and also hosted on the Company's website under the web link www.nouveauglobal.com.

e) CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Company has adopted a Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 1992. The SEBI has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading. The Code is amended from time to time reflecting the changes brought in by SEBI in the Insider Trading Regulations. The Code is applicable to Promoters and Promoter's Group, all Directors; Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992.

AFFIRMATION AND DISCLOSURE

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on March 31, 2015 and a declaration to that effect, signed by the two Directors of the Company, is attached as **Annexure I** and forms part of this Report.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board has currently the following four committees:

III. AUDIT COMMITTEE**a) Composition of the Committee**

As per the provisions of the listing Agreement, the Audit Committee shall have minimum three directors as members and two-third of the members shall be independent Directors. Further, the Chairman of the Committee shall be an Independent Director.

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. It comprises of Two Non Executive Independent Directors and One Executive Promoter Director. The Audit Committee is headed by Mr. Manoj Bhatia and has Mr. Narendra Gupta and Mr. Krishan Khadaria as its members. All the members of the Committee possess relevant financial / accounting expertise / exposure.

b) Meetings & Attendance

During the year 2014-15, the audit committee met 4 times: (i) May 29, 2014 (ii) August 14, 2014 (iii) November 14, 2014 and (iv) February 13, 2015. The meetings were scheduled well in advance and the time gap between any two meetings did not exceed more than four months.

The composition of the Audit Committee and the attendance record of members for 2014-15 are as follows:

Name	Category	Designation	No. of Meetings Attended
Mr. Manoj Bhatia	Non-Executive Independent Director	Chairman	3 of 4
Mr. Narendra Gupta	Non-Executive Independent Director	Member	4 of 4
Mr. Krishan Khadaria	Executive and Promoter Director	Member	4 of 4

c) Terms of Reference in brief:**(i) Financials**

- Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any arising out of audit findings.
- Compliance with listing and legal requirements relating to financial statements, qualifications, if any in the draft audit report.

(ii) Internal Controls and Risk Management

- Review of internal audit function and discussion on internal audit reports.
- Review of vigil mechanism and above all adequacy of internal control systems.
- Review of risk management policies especially enterprise level risk management.

(iii) Compliance and Other Related Aspects

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Agreement and provisions of Section 177 of the Companies Act, 2013.

IV. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the requirements of Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has re-constituted and renamed the Nomination and Remuneration Committee and adopted new terms of reference at its meeting held on May 30, 2014.

a) Composition, Meetings and Attendance:

During the financial year 2014-15, the Committee met twice on August 14, 2015 & November 14, 2014. The below table gives the composition and attendance record of the Nomination & Remuneration Committee.

NAME	CATEGORY	DESIGNATION	NO. OF MEETINGS ATTENDED
Mr. Narendra Gupta	Non Executive Independent Director	Chairman	2 of 2
Mr. Manoj Bhatia*	Non-Executive Independent Director	Member	1 of 2
Mr. Omprakash Bajaj	Non-executive and Promoter Director	Member	2 of 2

b) Terms of reference:

The Board has framed the Nomination & Remuneration Committee Charter which ensures effective compliance of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Board has clearly defined the terms of reference for the Nomination & Remuneration Committee, which is as follows:

- Formulate Remuneration Policy and a policy on Board Diversity.
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

c) Details of remuneration:

The Company's remuneration policy is driven by the success and performance of the individual employee and the company. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce.

Details of remuneration of the Directors for the financial year 2014 – 15 are as follows:

Name	Salary (per annum)	Perquisites & Allowances
Mr. Krishan Khadaria	Rs. 9,60,000/- (Rs. 80,000*12=9,60,000/-)	-
Mr. Mohit Khadaria	Rs. 5,00,000/- (Rs. 50,000*10 = 5,00,000/-)	-

The Remuneration Policy has been annexed with this Report and is also available on the Company's website www.nouveauglobal.com.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE (FORMERLY KNOWN AS SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE):

a) Composition, Meetings and Attendance:

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act the Board has re-constituted and renamed the Shareholders'/Investors' Grievances Committee as Stakeholders Relationship Committee w.e.f. May 30, 2014.

During the period under review, the Stakeholders Relationship Committee met four times on May 30, 2014; August 14, 2014; November 14, 2014 and February 13, 2015.

Details of constitution and attendance details of the Stakeholders Relationship Committee as on March 31, 2015 are given below:

NAME OF THE DIRECTOR	CATEGORY	DESIGNATION	NO. OF MEETINGS ATTENDED
Mr. Narendra Gupta	Non Executive Independent Director	Chairman	4 of 4
Mr. Mohit Khadaria	Executive and Promoter Director	Member	2 of 4
Mr. Manoj Bhatia	Non Executive Independent Director	Member	3 of 4

b) Compliance Officer:

Ms. Garima Kukkar, Company Secretary, is the Compliance Officer for complying with the requirements of the Securities Laws and Listing Agreements with the Stock Exchanges in India.

c) Terms of reference:

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of stakeholders' queries and grievances.

The Stakeholders Relationship Committee primarily focuses on:

1. Review of investor complaints and their redressal
2. Review of queries received from investors
3. Review the performance of the share transfer agent
4. Review of corporate actions related to shareholder issues
5. Review of stakeholders' queries & grievances

d) Investor Grievance Redressal:

In addition, the Committee advises on matters which can facilitate better investor services. In accordance with the provisions of Clause 49VIII (E)(5) of the Listing Agreement, the power to approve transfers, transmissions, etc. of shares in the physical form has been delegated to the Share Transfer Agent (STA). As per the certificate issued by our Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd. during the year under review, there was no pending request for dematerialisation or for physical transfer of shares. Also there were no complaints from shareholders pending as on March 31, 2015.

VI. SUBSIDIARY COMPANIES

The Company does not have any material subsidiary as defined under Clause 49 of the Listing Agreement. However, the Company has formulated a policy for determining 'Material Subsidiary' and the same is available on the website of the Company- www.nouveauglobal.com

VII. GENERAL BODY MEETINGS**A. ANNUAL GENERAL MEETING (AGMS):**

The particulars of last Three Annual General Meeting held and the special resolution(s) passed thereat, are as follows:

Year	Date	Time	Venue	Details of Special Resolution Passed
March 31, 2012	September 27, 2012	11:00 a.m.	Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053	NIL
March 31, 2013	September 30, 2013	10:00 a.m.	Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053	NIL
March 31, 2014	September 30, 2014	12.00 p.m.	The Classique Club, Emerald Hall, Near Infinity Mall, New Link Road, Andheri(W), Mumbai - 400053	- Borrowing Limits of the Company u/s 180 (1)(c) of the Companies Act, 2013.

B. POSTAL BALLOT

No Special Resolution was passed through Postal Ballot during all three Annual General Meetings.

VIII. DISCLOSURES**A. RELATED PARTY TRANSACTIONS**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the mandatory disclosure of transactions with related parties in compliance with the Accounting Standard (AS-18), are included in the Notes to the Accounts which form part of this Annual Report.

The details of the transactions with related parties entered into by the Company, if any, are placed before the Audit Committee from time to time.

The Board of Directors has adopted a policy on Related Party Transactions in compliance with the provisions of the Companies Act, 2013 and Listing Agreement. The same is displayed on the website of the Company under the web link <http://www.nouveauglobal.com>

- B.** The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

C. DISCLOSURE OF ACCOUNTING TREATMENT

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards issued by The Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements.

D. WHISTLE BLOWER POLICY

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee have denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website under the web link <http://www.nouveauglobal.com> and circulated to all the Directors/employees.

E. COMPLIANCE CERTIFICATE FROM THE AUDITORS

Certificate from the auditors of the company confirming compliance with the mandatory requirements under Clause 49 of the listing agreement is attached as '**Annexure II**' to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

F. RISK MANAGEMENT COMMITTEE

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year. The Committee comprises Mr. Narendra Gupta as the Chairman and Mr. Manoj Bhatia and Mr. Omprakash Bajaj as members of the Committee.

The role of Risk Management Committee is as follows:

- Identifies potential risks associated with the Company's business
 - Implementation of Risk Management Systems and Framework;
 - Reviewing the Company's financial and risk management policies;
 - Assessing risk and minimizing the procedures;
 - Framing, implementing and monitoring the risk management plan for the Company.
- During the Financial Year ended March 31, 2015, the Committee met once on November 14, 2015.

- G.** All mandatory requirements are complied with. Non mandatory requirements to extent possible have been complied with and will be reviewed from time to time for due implementation of same.

IX. MEANS OF COMMUNICATION TO SHAREHOLDERS

Quarterly/ Annual Results	The results of the Company are published in the newspapers and intimated to the Stock Exchanges as required under the Listing Agreements.
Newspapers in which results are generally published	The Asian Age and Mahanayak, regional daily newspapers
Website, where displayed	www.nouveauglobal.com
Presentation made to institutional investors or to the analysts	The company's official news releases and any presentations to be made to the institutional investors or analysts, will be available on the Company's website.
E-mail id for investor grievance	nouveauglobal@gmail.com

X. SHAREHOLDERS' INFORMATION:

1.	27th Annual General Meeting Day, Date & Time Venue	Wednesday, September 30, 2015 at 11.30 A.M. Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053
2.	Financial Year	April 01 – March 31
3.	Date of Book Closure	September 22, 2015, Tuesday – September 30, 2015, Wednesday (Both days inclusive)
4.	Dividend payment date	N.A.
5.	Financial Results Calendar	Results for the Quarter ended June 30, 2015 – By August 14, 2015 Results for the Quarter ended September 30, 2015 – By November 14, 2015 Results for the Quarter ended December 31, 2015 – By February 14, 2016 Results for the Quarter ended March 31, 2015 – By May 30, 2016
6.	Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai
7.	Stock Code	531465
8.	Annual Listing Fee	Annual listing fee for the financial year 2015-16 has been paid to the Stock Exchange.
9.	International Securities Identification Number (ISIN)	INE317B01034
10.	Corporate Identification Number (CIN)	L01407MH1988PLC049645

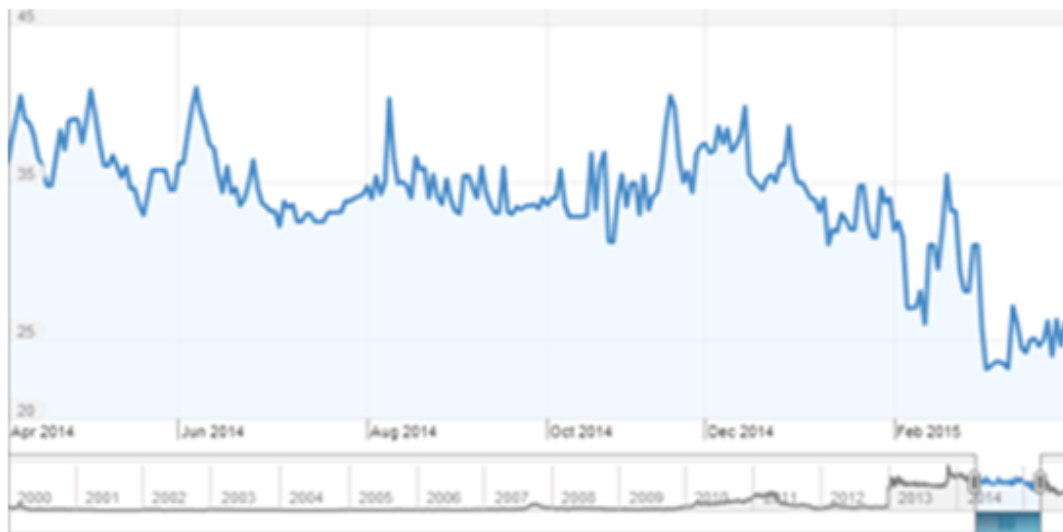
11. STOCK MARKET PRICE ON BSE

The High/Low of the market price of the Company's equity shares traded on the Bombay Stock Exchange Limited during the financial year ended March 31, 2015 are as follows:

Month	Share Price(Rs.)		
	High	Low	Close
April 2014	44.50	34.00	37.50
May 2014	40.85	32.25	34.50
June 2014	41.00	33.00	33.45
July 2014	37.00	32.15	34.25
August 2014	41.95	29.70	35.20
September 2014	40.55	29.45	34.00
October 2014	36.90	31.00	35.50
November 2014	42.70	31.80	37.35
December 2014	43.65	34.00	35.00
January 2015	41.10	27.25	34.00
February 2015	37.00	25.10	31.00
March 2015	31.85	20.55	26.00

12. PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:

The Company's share price performance versus BSE Sensex during April 2014 – March 2015:

**13. REGISTRAR & TRANSFER AGENT**

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),

Mumbai – 400 072

Tel. No.: 022-28470652

Email id.: investor@bigshare.com

14. SHARE TRANSFER SYSTEM

With a view to provide prompt and efficient services to the investors the Company has entered into an agreement with Bigshare Services Pvt. Limited, Registrar & Transfer Agents registered with SEBI.

To supplement to the prompt services given by the Registrar & Transfer Agent the Stakeholders Relationship Committee (formerly known as Shareholders and Investors Grievance Committee) meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc. Share transfers are registered and returned within 15 days from the date of lodgement if documents are complete in all respects. All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 7 to 15 days of the receipt thereof.

As per the requirement of clause 47(c) of the listing agreement, company has regularly obtained the necessary certificate from a company secretary in practice and submitted the same to BSE Limited on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

15. DISTRIBUTION SCHEDULE OF SHAREHOLDING AS ON MARCH 31, 2015

Range (In Rs.)	Total Shareholders	% of Total Shareholders	Total Holding in Rupees	% of Total Capital
Up to 5000	1100	76.0194	1560290	0.8410
5001 - 10000	85	5.8742	697100	0.3757
10001 - 20000	46	3.1790	735980	0.3967
20001 - 30000	21	1.4513	551000	0.2970
30001 - 40000	15	1.0366	555110	0.2992
40001 - 50000	19	1.3131	915070	0.4932
50001 - 100000	26	1.7968	2057900	1.1092
100001 and above	135	9.3296	178457550	96.1880
TOTAL	1447	100	185530000	100

16. SHAREHOLDING PATTERN AS ON MARCH 31, 2015

	CATEGORY	Nos. of Equity Shares	TOTAL %age
A	Promoters Holding		
1	Indian Promoters	6802799	36.67
2	Foreign Promoters	0	0.00
	SUB TOTAL (A)	6802799	36.67
B.	Public Shareholding		
1.	Institutional Investors	0	0.00
2.	Non-Institutional Investors		
	Bodies Corporate	8940297	48.19
	Individuals		
	Having Nominal Share Capital up to Rs. 1 Lakh	519326	2.80
	Having Nominal Share Capital in excess of Rs. 1 Lakh.	2249714	12.13
	Others		
	NRI's	21541	0.12
	Clearing Member	19323	0.10
	SUBTOTAL (B)	11750201	63.33
	TOTAL (A+B)	18553000	100

17. DEMATERIALIZATION OF SHARES AS ON MARCH 31, 2015:

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	10724930	57.81
Held in dematerialized form in NSDL	7518884	40.53
Physical	309186	1.66
Total	18553000	100.00

18. OUTSTANDING GDR/ADR/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT ON EQUITY: N.A.**19. PLANT LOCATION:** The Company does not have any manufacturing facility.

20. ADDRESS FOR INVESTORS CORRESPONDENCE

Shareholders should address their correspondence to the Company's Registrar & Transfer Agents at the following address:

Bigshare Services Pvt. Ltd.

**E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),
Mumbai – 400 072**

Tel. No.: 022-28470652

Email id.: investor@bigshare.com

For any other general matters or in case of any difficulties/ grievances, Shareholders may also contact Naresh Kedia, the Chief Finance Officer at the Registered Office of the Company situated at:

**401/A, Pearl Arcade, Opp. P. K. Jewellers, Daut Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058**

Tel. No.: 26778155 / 26797750 / 32459097

Email id.: nouveauglobal@gmail.com

ANNEXURE I**DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT UNDER CLAUSE 49(II) E OF THE LISTING AGREEMENT**

In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchange, We the undersigned, hereby confirm that all the Board members and senior management personnel of the Company have confirmed compliance to the Code of Conduct, as applicable to them for the Financial Year ended March 31, 2015.

By and on behalf of the Board
For **Nouveau Global Ventures Limited**

Date : August 14, 2015
Place : Mumbai

**Sd/-
Krishan Khadaria
Managing Director
DIN : 00219096**

**Sd/-
Manoj Bhatia
Director
DIN : 01953191**

ANNEXURE II

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Nouveau Global Ventures Limited

We have examined the compliance of the conditions of Corporate Governance by Nouveau Global Ventures Limited for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : August 14, 2015
Place : Mumbai

For **CPM & Associates**
Chartered Accountants

Sd/-
C. P. Maheshwari
Partner
Mem. No. : 036082

ANNEXURE III

CERTIFICATE BY THE MANAGING DIRECTOR (MD)

I, **Krishan Khadaria**, Managing Director of **M/s. Nouveau Global Ventures Limited** certify:

- 1) That we have reviewed the financial statements and the cash flow statement for the year ended March 31, 2015 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
- 2) That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or which violate the Company's code of conduct;
- 3) That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
- 4) That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement or an employee having a significant role in the company's internal control system.

Date : August 14, 2015

Place : Mumbai

By order of the Board of Directors
For **Nouveau Global Ventures Limited**

Sd/-
Krishna Khadaria
Managing Director
DIN : 00219096

ANNEXURE IV

APPOINTMENT AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**1. OBJECTIVE:**

We design our Remuneration Policy to attract, motivate and retain the Directors, KMP and other employees who are the drivers of organization's success and help us to run the company successfully and to retain our industry competitiveness.

2. POLICY ON BOARD DIVERSITY:

The Board of Directors shall have the optimum combination of Directors including one Woman Director from different areas/fields like production, Technology management, Finance, Sales & marketing, Human Resources, Administration etc or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

2.1 Policy for Appointment and Removal of Director, Senior Management Personnel & KMP:**❖ Selection Criteria for Directors:**

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- i) **Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.
- ii) **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.
- iii) **Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Companies Act, 2013 or under the Listing Agreement requirements.
- iv) **Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

The policy provides that while appointing a Director to the Board, due consideration will be given to:

- Approvals of the Board and/or shareholders of the Company in accordance with the Companies Act, 2013; and
- The Articles of Association of the Company.

❖ Selection Criteria for Senior Management Personnel & KMP

For the purpose of this policy Senior Management shall mean all the members of management one level below the executive directors, including all functional heads of the Company. The policy provides that

the candidate should have appropriate qualifications, functional expertise and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the Company.

❖ **Removal:**

i) Directors & KMPs:

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director and KMP subject to the provisions and compliance of the Companies Act, 2013 rules and regulations there under.

ii) Senior Management Personal:

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Manager Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of Board of Directors.

3. PERFORMANCE EVALUATION OF DIRECTORS:

The Nomination & Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

3.1 Role & Accountability

- Understanding the nature and role of Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

3.2 Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

3.3 Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

3.4 Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

4. REMUNERATION FOR DIRECTORS, KMP AND OTHER EMPLOYEES:

4.1 Key Principles for determining Remuneration:

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- **Recognition:** Utilize effective practices that are supported by innovative programs that reinforce our desired culture and make us a special place to work.
- **Annual Performance Linked Enhancement-** Enhancement that recognizes the performance of the resource keeping in view the achievement of organizational goals & Departmental goals.
- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the same industry and commensurate to the qualifications and experience of the concerned individual.

4.2 Remuneration:

a. **Remuneration to Managing/Whole-time /Executive –Director**

The NRC shall ensure that the Remuneration/ Compensation/ Commission etc. to be paid to Managing Director(s), C.E.O., Whole-time Directors, Manger, if any are in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

b. **Remuneration to Non- Executive / Independent Director:**

The NRC may recommend remuneration / compensation / commission and a suitable sitting fee, to non-executive directors as may be prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 subject to ceiling/ limits mentioned therein or any other enactment for the time being in force and on the recommendation of Committee to the Board for its approval.

c. **Remuneration to KMP:**

The Committee will recommend the remuneration to be paid to the KMP to the Board for their approval as per the provisions of the Act/ Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors or KMPS of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.

d. Remuneration to Senior Management Personnel:

The Committee will recommend the remuneration to be paid to the Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate senior management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market. The remuneration of such persons shall be in accordance with performance criteria defined for the role through performance management system to achieve the company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and executive incentives scheme applicable to their level as and when in place.

5. FAMILIARIZATION PROGRAM

The Management will familiarize the Independent Directors on the following:

- 5.1 Company's History, Structure and the Business Model;
- 5.2 Memorandum & Articles of Association of the Company;
- 5.3 Past 3 (three) years accounts and any important factors in the accounts of the Company;
- 5.4 Interaction with other Directors on the Board and with the Senior Executives of the Company.

6. REVIEW AND AMENDMENT:

- The Nomination & Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- The Nomination & Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/S NOUVEAU GLOBAL VENTURES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **M/S NOUVEAU GLOBAL VENTURES LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss and Cash Flow Statements for the year then ended 31st March, 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, 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 the 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 financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31 March 2015 and its profit 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, 2015 ("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 the paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting

Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 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 were required to be transferred to the investor and Education and Protection Fund by the Company.

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORTS
(Referred to in our report of even date)

Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and regulatory requirements" of our Report of even date to the members of the company on the standalone financial statement for the year ended as on March 31, 2015, we report that:

- | | |
|---|--|
| <p>i) a. The Company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.</p> <p>b. As per the information and explanations given to us, physical verification of fixed assets has been carried out in terms of the phased program of verification adopted by the company and no material discrepancies were noticed on such verification.</p> | <p>any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.</p> <p>c. There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.</p> |
| <p>ii) a. As per the information and explanation given to us, the inventories have been physically verified by the management during the year at reasonable intervals.</p> <p>b. In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.</p> <p>c. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on verification of inventory.</p> | <p>iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchase of inventory and fixed assets and for the sales of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.</p> <p>v) The Company has not accepted any deposits from the public.</p> <p>vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.</p> |
| <p>iii) a. As per the information and explanation given to us, the company has granted unsecured loans to two companies covered in the register maintained under section 189 of the companies Act, 2013.</p> <p>b. In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate</p> | <p>vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of undisputed statutory dues including, provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the</p> |

Company with the appropriate authorities. As explained to us, the Company did not have any dues on duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable except Income Tax demand for Assessment Year 2006-07 amounting to Rs. 176381, TDS default of Rs. 151938/- for Assessment Year 2014-15 and Rs. 93570/- for Prior years.

- b. According to the information and explanations given to us there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- c. According to the information and explanations given to us there were no amounts which were required to be transferred to the investor and Education and Protection Fund by the Company.
- viii) The Company does not have accumulated losses during the year and has not incurred cash losses in current financial year and the immediately preceding financial year.
- ix) In our opinion and according to the information and the explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or bank.
- x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the company were, prima facie, applied by the company for the purposes for which the loans were obtained.

xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **CPM & Associates**
Chartered Accountants
(Firm Registration No. 114923W)

Sd/-
C. P. Maheshwari
(Partner)
Mem. No. : 036082

Date : 30th May, 2015
Place : Mumbai

BALANCE SHEET AS AT 31ST MARCH, 2015

Amount (₹)

PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
EQUITY AND LIABILITIES :			
SHARE HOLDER'S FUNDS :			
Share Capital	1	18,55,30,000	18,55,30,000
Reserves & Surplus	2	7,30,58,614	7,23,90,271
		25,85,88,614	25,79,20,271
NON-CURRENT LIABILITIES :			
Long-term Borrowings	3	14,49,83,556	10,71,40,737
Other Long term Liabilities	4	19,20,000	-
Long-term Provisions	5	16,61,743	14,18,589
		14,85,65,299	10,85,59,326
CURRENT LIABILITIES :			
Short-term Borrowings	6	13,56,272	19,81,255
Trade Payables	7	2,84,14,980	4,02,44,860
Other Current Liabilities	8	41,79,394	32,36,291
Short-term Provisions	9	1,36,640	1,14,911
		3,40,87,286	4,55,77,317
TOTAL		44,12,41,198	41,20,56,914
ASSETS :			
NON-CURRENT ASSETS :			
Fixed Assets:			
Tangible Assets	10	89,52,703	1,04,66,723
Non-current Investment	11	12,76,37,984	11,66,89,690
Deffered Assests (Net)	12	2,92,129	1,09,683
Long-term Loans and Advances	13	20,35,47,275	15,65,78,226
		34,04,30,091	28,38,44,321
CURRENT ASSETS :			
Inventories	14	2,80,80,406	1,56,65,860
Trade Receivables	15	4,19,43,616	5,27,75,612
Cash and Cash Equivalentents	16	1,85,23,753	39,05,883
Short-term Loans and Advances	17	1,22,63,332	5,58,65,238
		10,08,11,107	12,82,12,593
TOTAL		44,12,41,198	41,20,56,914
SIGNIFICANT ACCOUNTING POLICY	25		
NOTES ON FINANCIAL STATEMENTS	26		

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

C.P. MAHESHWARI
 Partner
 M.No. 036082

Place : Mumbai
 Dated : 30th May, 2015

For and on behalf of the board of directors

Krishan Khadaria
 Managing Director

Manoj Bhatia
 Director

Garima Kukkar
 Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
INCOME :			
Revenue from Operations	18	6,02,04,687	9,51,74,564
Other Income	19	1,02,28,988	47,55,644
Total revenue		7,04,33,675	9,99,30,208
Expenses :			
Purchases of Stock-in-Trade	20	5,87,49,329	8,65,97,081
Changes in Inventories of Stock in Trade	21	(1,24,14,546)	(54,66,363)
Employee Benefits Expenses	22	43,91,752	53,57,981
Finance Cost	23	56,43,330	11,11,821
Depreciation		13,94,595	13,13,561
Other Expenses	24	1,19,52,892	87,33,712
Total expenses		6,97,17,351	9,76,47,792
Profit before tax		7,16,324	22,82,415
Tax Expenses			
Current Tax		-	6,03,200
Current Tax relating to Prior years		32,378	-
Deferred Tax		(1,82,446)	(42,941)
Profit After Tax		(1,50,068)	5,60,259
Earning per share			
Basic		0.05	0.09
Diluted		0.05	0.09
SIGNIFICANT ACCOUNTING POLICY	25		
NOTES ON FINANCIAL STATEMENTS	26		

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

C.P. MAHESHWARI
 Partner
 M.No. 036082

Place : Mumbai
 Dated : 30th May, 2015

For and on behalf of the board of directors

Krishan Khadaria
 Managing Director

Manoj Bhatia
 Director

Garima Kukkar
 Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Sr. No.	Particulars	Amount (₹)	
		For the year ended 31.03.2015	For the year ended 31.03.2014
A.	<u>Cash Flow from Operating Activities:</u>		
	Net profit before tax & extra ordinary items	7,16,324	22,82,415
	<u>Adjustment for:</u>		
	- Depreciation	13,94,595	13,13,561
	- Rent received	(22,83,264)	(1,15,500)
	- Dividend received	(18,045)	(40,356)
	- Interest received	(64,68,643)	(39,07,458)
	Operating profit before working capital changes	(66,59,033)	(4,67,339)
	<u>Adjustment for:</u>		
	Loans & Advances	(8,43,931)	3,01,71,827
	Trade Receivables	1,08,31,996	(4,76,90,478)
	Inventories	(1,24,14,546)	(54,66,363)
	Trade Payables	(1,06,21,895)	2,48,33,758
		(1,30,48,376)	18,48,744
	Cash Generated from Operations	(1,97,07,409)	13,81,406
	Taxes Paid	(25,55,590)	(22,22,198)
	Net Cash from Operating activities	(2,22,62,998)	(8,40,792)
B.	<u>Cash Flow From Investing Activities:</u>		
	Purchase of fixed assets	(78,625)	(33,400)
	Investment in Partnership firm	1,29,40,964	27,86,231
	Investment in Gold	-	25,99,620
	Investment in subsidiary company	(2,38,89,259)	(11,56,381)
	Investment in Shares	-	(65,58,000)
	Investment in Properties	-	(3,93,85,568)
	Dividend Received	18,045	40,356
	Rent received	22,83,264	1,15,500
	Interest received	64,68,643	39,07,458
	Net Cash from Investing activities	(22,56,968)	(3,76,84,184)
C.	<u>Cash Flow From Financing Activities:</u>		
	Proceeds From issue of shares	-	-
	Proceeds of Loans	3,78,42,819	1,96,40,374
	Repayment of Loans	(6,24,983)	-
	Proceeds of Deposit	19,20,000	
	Net Cash from Financing activities	3,91,37,836	1,96,40,374
	Net increase in Cash and Cash Equivalents	1,46,17,870	(1,88,84,602)
	Cash & Cash Equivalents (Opening)	39,05,884	2,27,90,486
	Cash & Cash Equivalents (Closing)	1,85,23,753	39,05,884

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006.
- Cash & Cash Equivalents at the end of the year consist of Cash in Hand and Balances with Banks and are net of Short Term Loans and Advances from banks as follows :

Particulars	Amount (₹)	
	As at 31-03-2015	As at 31-03-2014
Cash in Hand	1560782	1430890
Balances with Banks	16962970	2474994
Total	18523753	3905883

- Previous year's figures have been regrouped, rearranged wherever necessary in order to conform to current year's presentation.

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

C.P. MAHESHWARI
 Partner
 M.No. 036082

Place : Mumbai
 Dated : 30th May, 2015

For and on behalf of the board of directors

Krishan Khadaria
 Managing Director

Manoj Bhatia
 Director

Garima Kukkar
 Company Secretary

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
1. SHARE CAPITAL:		
Authorised Capital :		
2,00,00,000 (Previous year 2,00,00,000) Equity Shares of Rs. 10/- each.	20,00,00,000	20,00,00,000
	<u>20,00,00,000</u>	<u>20,00,00,000</u>
Issued, Subscribed & Paid up Capital :		
1,85,53,000(Previous year 1,85,53,000) Equity Shares of Rs. 10/- each fully paid up	18,55,30,000	18,55,30,000
	<u>18,55,30,000</u>	<u>18,55,30,000</u>

1.1. The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2015 and March 31, 2014 is set out below :

Particular	As at March 31, 2015		As at March 31, 2014	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning	1,85,53,000	18,55,30,000	1,85,53,000	18,55,30,000
Add: Shares Issued during the year	NIL	NIL	NIL	NIL
Number of share at the end	<u>1,85,53,000</u>	<u>18,55,30,000</u>	<u>1,85,53,000</u>	<u>18,55,30,000</u>

1.2. Details of Shareholders holding more than 5 percent Equity shares in the company on reporting date:

Particular	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	%	No. of Shares	%
Mr. Krishan Khadaria	1278519	6.89%	1278519	6.89%
M/s Kasturi Overseas Pvt. Ltd.	1372600	7.40%	1372600	7.40%
M/s Navyug Telefilms Pvt. Ltd.	1338100	7.21%	1338100	7.21%
M/s Nirnidhi Consultant Pvt.Ltd.	1043129	5.62%	1043129	5.62%

2. RESERVES & SURPLUS:

Securities Premium Account		
As Per Last Balance Sheet	<u>1,46,06,710</u>	<u>1,46,06,710</u>
Profit & Loss Account:		
As Per Last Balance Sheet	5,77,83,561	5,60,61,405
Add: Profit for the Year	<u>8,66,392</u>	<u>17,22,156</u>
	5,86,49,954	5,77,83,561
Less: Appropriation		
Adjustments relating to Fixed Assets (Refer Note No.10.1)	<u>1,98,050</u>	<u>-</u>
	5,84,51,904	5,77,83,561
	<u>7,30,58,614</u>	<u>7,23,90,271</u>

3. LONG-TERM BORROWINGS:

Secured		
Term loan From Bank	-	13,56,272
Unsecured		
from related party	12,94,52,553	10,37,84,465
from Others	1,55,31,003	20,00,000
	<u>14,49,83,556</u>	<u>10,71,40,737</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
3.1. Term Loan from Bank :(Secured)		
i) Outstanding Balance as at Balance sheet date is repayable over a period of : NIL (Previous year 19 months)		
ii) Security Term Loan from Bank is secured by hypothecation Motor Car. Personal Guarantee of the Directors		
4. OTHER LONG TERM LIABILITIES:		
Security Deposit	19,20,000	-
	19,20,000	-
5. LONG -TERM PROVISIONS:		
Provision for employee benefits:		
Gratuity	16,61,743	14,18,589
	16,61,743	14,18,589
6. SHORT-TERM BORROWINGS:		
Secured		
Term loan From Bank	13,56,272	19,81,255
	13,56,272	19,81,255
6.1. Term Loan from Bank :(Secured)		
i) Outstanding Balance as at Balance sheet date is repayable within a period of 12 months.		
ii) Security Term Loan from Bank is secured by hypothecation Motor Car. Personal Guarantee of the Directors		
7 TRADE PAYABLES:		
Micro, Small and Medium Enterprises	-	-
Others	2,84,14,980	4,02,44,860
	2,84,14,980	4,02,44,860
7.1 The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable under the said Act have not been made.		
8 OTHER CURRENT LIABILITIES:		
Interest Accrued but not due on borrowings	-	2,621
Other Payables:		
Advance from customers	17,37,300	24,67,718
Statutory Remittances	19,03,075	3,70,930
Others	5,39,019	3,95,022
	41,79,394	32,36,291
9. SHORT-TERM PROVISIONS:		
Provision for employee benefits:		
Gratuity	38,340	16,611
Bonus	98,300	98,300
	1,36,640	1,14,911

Amount (₹)

NOTE NO: 10

TANGIBLE ASSETS

Particulars	Gross Block			Depreciation			Net Block			
	As at 01.04.2014	Additions during the year	Deductions during the year	As at 31.03.2015	Upto 31.03.2014	For the Year	Adjustments during the Year	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Furniture & Fittings	1249032	-	-	1249032	959700	24592.00	17,945	1002237	246795	289332
Motor Vehicles	1777152	-	-	1777152	1758114	0.00	-	1758114	19038	19038
Office Equipments	487248	-	-	487248	255823	22776.00	9,088	287687	199562	231426
Air Conditioners	557614	34,000	-	591614	258741	40867.00	7,022	306630	284984	298873
Computers	1907674	-	-	1907674	1524081	133886.00	1,63,995	1821962	85712	383593
Motor car	9149607	-	-	9149607	13,28,715	1140166.00	-	2468881	6680726	7820892
Office at Jaipur (Let Out)	1500000	-	-	1500000	76431	23712.00	-	100143	1399857	1423569
Computer (Pearl pool Divison)	-	44625	-	44625	-	8596	-	8596	36029	-
Total	16628327	78625	-	16706952	6161604	1394595	198050	7754249	8952703	10466723
Previous Year	16594927	33400	-	16628327	4848043	1313561	-	6161604	10466723	11746884

NOTE NO: 10.1

In respect of assets where the useful life specified in Schedule II of The Companies Act, 2013 has expired as on April 1, 2014, the carrying amount of Rs. 498050/- was adjusted against the retained earnings as on April 1, 2014.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT	AS AT
	31.03.2015	31.03.2014
11. NON-CURRENT INVESTMENTS:		
Long term Investments		
Other Investments		
In Property:		
Office Premises	6,45,22,226	6,45,22,226
In Equity Instruments:		
(Unquoted- at cost)		
Subsidiary Companies		
In equity instruments fully paid-up	1,50,00,000	1,50,00,000
In Shares fully paid-up	2,54,58,692	15,69,433
Other Companies:		
In equity instruments fully paid-up	65,58,000	65,58,000
In Partnership firm		
M/s Global Enterprises	1,51,68,389	2,81,09,353
Gold	9,30,678	9,30,678
	12,76,37,984	11,66,89,690

11.1 Details of Investment in equity shares in subsidiary companies:

PARTICULARS	AS AT		AS AT	
	31.03.2015		31.03.2014	
	No. of Unit	Value	No. of Unit	Value
Nouveau Shares & Securities Limited (Face value Rs.10/- Per unit)	1255000	1,50,00,000	1255000	1,50,00,000
Nouveau Global Ventures FZE fully paid-up (previous year partly paid-up) (Face value AED 100000 Per unit)	15	2,54,58,692	1	15,69,433
	1255015	4,04,58,692	1255000	1,65,69,433

11.2 Details of Investment in equity shares in other Companies:

PARTICULARS	AS AT		AS AT	
	31.03.2015		31.03.2014	
	No. of Unit	Value	No. of Unit	Value
Gayatrishakti Paper & Board Limited	109300	65,58,000	109300	65,58,000
	109300	65,58,000	109300	65,58,000

11.3 Details of Investment in partnership firm M/s Global Enterprises:

Names of partners in the firm	As at 31 March, 2015		As at 31 March, 2014	
	Total capital	Share of each partner in the profits of the firm	Total capital	Share of each partner in the profits of the firm
Nouveau Global Venture Limited	1,51,68,389	95%	2,81,09,353	95%
Asha Khadaria			(3,25,692)	5%
Kishan Khadaria	15,965	5%	-	0
	1,51,84,354	100%	2,77,83,661	100%

12. DEFERRED TAX ASSETS (Net):

a) Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961		5,25,326
b) Deferred Tax Liabilities		
Depreciation		2,33,197
		2,92,129
		1,09,683

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
13. LONG-TERM LOANS & ADVANCES:		
(Unsecured Considered Good)		
Advances Against Property	57,46,750	88,46,750
Security Deposits	40,79,790	4,90,220
Share Application Money:		
Subsidiary Company	-	2,38,89,259
Others	1,50,00,000	1,50,00,000
Loans & Advances:		
Subsidiary Company	10,07,23,966	7,01,87,313
Others	7,03,15,525	3,14,30,731
Advance Tax & TDS (Net of Provisions)	76,81,244	67,33,954
	20,35,47,275	15,65,78,226

14. INVENTORIES:

Stock In trade :

Shares & Securities	1,56,54,052	1,41,360
Film and Television Rights	1,21,24,500	1,55,24,500
Pearl Pool	3,01,854	-
	2,80,80,406	1,56,65,860

14.1 PARTICULARS OF SHARES & SECURITIES ARE AS UNDER :

PARTICULARS	As at 31st March, 2015		As at 31st March, 2014	
	QTY.	AMOUNT	QTY.	AMOUNT
QUOTED:				
Kotak Mahindra Bank Ltd.(Bonus Shares)	200	-	200	-
India Nivesh Ltd	363566	1,55,12,695	-	-
Haryana Ship Breakers Ltd.	9100	73,710	9100	73,710
	372866	1,55,86,405	9300	73,710
UNQUOTED:				
Olympia Capital Ltd.	61500	67,650	61500	67,650
	61500	67,650	61500	67,650
	434366	1,56,54,055	70800	1,41,360

Aggregate amount of Quoted and Unquoted stock, market value of Quoted stock

- Aggrement amount of Unquoted Stock	67,650	67,650
-Aggregate amount of Quoted Stock	1,55,86,405	73,710
-Aggregate market value of Quoted Stock	1,66,13,524	5,15,960
-Aggregate provision for diminution in value of Unquoted stock	-	-

15. TRADE RECEIVABLES:

(Unsecured, considered good)

- Outstanding for a period exceeding six months	1,03,88,563	5,25,12,112
- Other Debts	3,15,55,053	2,63,500
	4,19,43,616	5,27,75,612

16. CASH AND CASH EQUIVALENTS:

Cash in hand	15,60,782	14,30,890
Balances with Scheduled Banks :		
- In Current Accounts	87,05,979	18,62,729
- In Fixed Deposits	82,56,991	6,12,265
	1,85,23,753	39,05,883

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
17. SHORT-TERM LOANS & ADVANCES:		
(Unsecured Considered Good)		
Advance to Supplier	85,23,314	5,24,34,869
Advances recoverable in cash or in kind	12,16,806	8,10,785
Advance Tax & TDS (Net of Provisions)	25,23,212	16,18,998
VAT Credit Availabale	-	3,90,000
Service Tax Credit Receivable	-	6,10,586
	1,22,63,332	5,58,65,238
18. REVENUE FROM OPERATIONS:		
Sales of Products and Services	6,02,04,687	9,51,74,564
	6,02,04,687	9,51,74,564
18.1 PARTICULARS OF SALE OF PRODUCTS AND SERVICES :		
Film Rights & Royalty	1,75,30,358	71,77,500
Sale of Fabrics	3,07,62,743	7,46,41,789
Receipt from Publication of Cine Magazines	-	4,52,775
Receipt from Organising Events & other media activity	78,12,500	63,12,500
Media Channel Coordination Charges	-	30,90,000
Shares & Securities	37,45,249	-
Commission	-	35,00,000
Sale of Pool Equipment	2,19,106	-
Commission on Consignment Sale (Naaptol)	1,34,732	-
	6,02,04,687	9,51,74,564
19. OTHER INCOME:		
Dividends	18,045	40,356
Interest	64,68,643	39,07,458
Rent	22,83,264	1,15,500
Sundry Balances w/off	-	2,73,560
Share of profit/(Loss) from partnership firm	14,59,036	4,18,769
	1,02,28,988	47,55,644
20. PURCHASES OF STOCK-IN-TRADE:		
Shares	1,90,69,177	-
Film Rights	87,50,000	1,39,00,000
Fabrics	3,05,36,162	7,26,97,081
Purchase of Pool Equipment	3,93,990	-
	5,87,49,329	8,65,97,081
21. CHANGES IN INVENTORIES OF STOCK IN TRADE:		
Inventories (at Close)		
Shares & Securities	1,56,54,052	1,41,360
Film and Television Telecast Rights	1,21,24,500	1,55,24,500
Pearl Pool	3,01,854	-
	2,80,80,406	1,56,65,860
Inventories (at Commencement)		
Shares & Securities	1,41,360	1,41,360
Film/TV Rights	1,55,24,500	1,00,58,137
Pearl Pool	-	-
	1,56,65,860	1,01,99,497
	(1,24,14,546)	(54,66,363)
22. EMPLOYEE BENEFITS EXPENSES:		
Salaries and Bonus	22,96,994	29,80,096
Directors' Remuneration	14,60,000	15,60,000
Gratuity	2,64,883	2,93,250
Contribution to P.F.	1,93,780	3,48,270
Staff Welfare Expenses	1,76,095	1,76,365
	43,91,752	53,57,981

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
23. FINANCE COSTS:		
Interest Expenses	56,43,330	11,11,821
	56,43,330	11,11,821
24. OTHER EXPENSES:		
Bank Charges	30,366	12,796
Communication Costs	2,89,023	3,01,584
Printing & Stationery	1,65,088	1,88,706
Electricity Charges	1,96,093	3,11,284
Repairs & Maintenance - Others	2,40,807	1,68,895
Vehicle Maintenance Expenses	5,20,624	4,29,618
Professional Charges	1,35,883	5,96,708
Business Promotion Expenses	5,83,721	4,13,638
Travelling & Conveyance Expenses	11,87,346	10,91,368
Remuneration to Auditors	1,50,000	1,50,000
Miscellaneous Expenses	13,46,508	7,06,494
Contract Expenses (Handling & controlling)	2,00,000	-
Office Rent	6,26,000	1,80,000
Commission	2,50,000	-
Property Tax	5,71,432	-
Reimbursement of Medical	4,60,000	11,000
Loss on Trading of E-Gold	-	4,60,830
Exhibition Expenses	50,00,000	34,00,000
Expenses for Events	-	-
Printing of Magazines	-	3,10,791
	1,19,52,892	87,33,712

NOTE: 25**SIGNIFICANT ACCOUNTING POLICIES :****1. Basis of Accounting**

- a) The Financial Statements have been prepared in compliance with mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- a) Financial Statements are based on historical cost convention and are prepared on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

3. Revenue Recognition

- a) Profits or Losses from Stock-in-trade are recognised on trade date on "First-in-first-out" basis.
- b) Revenue in respect of various rights attached to the movies (Feature films) is recognised at the time of their respective telecast.
- c) Sales are recognized when all significant risks and reward of ownership of the goods are passed on to the buyer.
- d) Dividend income is recognized on receipt basis.

4. Fixed Assets:

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

5. Impairment of Fixed Assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

6. Depreciation

Depreciation on all Fixed Assets is provided on 'Straight Line Method' over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013.

7. Investments:

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for permanent

diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

8. Miscellaneous Expenditure:

Preliminary expenses are amortized in the year in which they are incurred.

9. Inventories

Stock in Trade is valued as follows:

- a) Quoted Shares / Debentures are Valued category wise at cost or market price, whichever is lower.
- b) Unquoted Shares – Valued scrip wise at cost or break up value, whichever is lower.
- c) In case of film and other rights - valued at lower of cost and net realisable value.
- d) Work in Progress - cost of TV rights acquired is valued at actual cost.
- e) Stock of traded goods is valued at cost or net realizable value whichever is lower

10. Employee Benefits

- a) Company's contribution to Provident Fund for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- b) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

11. Provisions and Contingent Liabilities

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

12. Accounting for Taxation of Income :

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE PARTICULARS NO.	AS AT 31.03.2015	AS AT 31.03.2014
-------------------------	---------------------	---------------------

26. NOTES FORMING PART OF FINANCIAL STATEMENTS:

26.1. In the Opinion of the Board, the Current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are adequate.

26.2. Commitments and Contingent Liabilities:

	AS AT 31.03.2015	AS AT 31.03.2014
a) Income Tax demand disputed in Appeals A.Y 2006-07	1.76 Lacs	1.76 Lacs
b) Guarantees given by bank to Bombay Stock Exchange	4.63 Lacs	4.63 Lacs
c) Estimated amount of contracts remaining to be executed on capital account not provided (Net of advances).	237.87 Lacs	7.53 Lacs

26.3. Disclosure relating to amount outstanding at year end and maximum outstanding during the year of Loans and advances, in the nature of loan, required as per clause 32 of the Listing Agreement are given below

Particulars	As at 31.03.2015	Maximum outstanding during 2015	As at 31.03.2014	Maximum outstanding during 2014
Subsidiaries:				
Nouveau Global Venture - Fze (Dubai)	9,83,34,716	9,83,45,966	6,78,22,535	6,78,22,535
Nouveau Shares & Securities Ltd.	23,89,250	23,89,250	23,64,778	23,64,778

26.4. Payment to Auditors includes payment for :

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Audit Fees	1,20,000	1,20,000
Tax Audit fees	30,000	30,000
Certification and Other Services	-	-

26.5. Earnings Per Share (EPS)

(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Shareholders	8,66,392	17,22,156
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	1,85,53,000	1,85,53,000
(iii) Basic Earning Per Share (in Rs.)	0.05	0.09
(iv) Diluted Earning Per Share (In Rs.)	0.05	0.09
(v) Face value per share	10.00	10.00

Note:

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remain the same.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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26.6. Employees Defined Benefits:

Defined Benefit Plans – As per Actuarial Valuation on 31st March 2015

The principal assumptions used in the actuarial valuation of Gratuity are as follows:

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Discount rate	7.95%	9.31%
Expected rate of return on assets	0.00%	0.00%
Expected rate of Future salary increase	6.00%	6.00%

Changes in present value of obligations

(Rs. In Lacs)

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Present value of obligation as at 31.03.2014	14.35	11.42
Interest Cost	1.34	0.85
Current Service Cost	0.48	1.18
Benefits paid	Nil	Nil
Actuarial loss on obligations	0.83	0.33
Present Value of obligation as at 31.03.2015	17.00	11.42

Liability recognized in the Balance Sheet

(Rs. In Lacs)

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Present value of obligation as at 31.03.2014	17.00	11.42
Fair Value of plan assets as at the end of the year	Nil	Nil
Unfunded status	17.00	11.42
Unrecognized Actuarial (Gain)/ Loss	Nil	Nil
Net (Assets)/ Liability recognized in the Balance Sheet	17.00	11.42

Expenses recognized in the Profit and Loss Account

(Rs. In Lacs)

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Current Service Cost	0.48	1.18
Past Service Cost	Nil	Nil
Interest Cost	1.34	0.85
Expected return on plan assets	Nil	Nil
Net Actuarial (Gain)/ loss recognized during the year	0.83	0.33
Total Expenses recognized in the Profit and Loss account	0.99	1.70

26.7. Related Party Disclosures

As required under Accounting Standard 18 "Related Party Disclosure", following are the details

of transactions during the year with the related parties of the Company as defined in AS 18 :

a) Key Management Personnel

Mr. Krishan Khadaria

Mr. Mohit Khadaria

Managing Director

Director

b) Subsidiary Company

Nouveau Shares and Securities Limited

Nouveau Global Ventures FZE, Dubai

c) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprise enterprises .

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE NO.	PARTICULARS
	Attribute Shares & Securities Private Limited
	Automagical Software Pvt. Ltd.
	Bhaskar Realty Pvt. Ltd.
	Forever Flourishing Finance and Investment Private Limited
	Global Enterprises
	Golden Medwos Export Private Limited
	K.K.Khadaria & Co.
	K.K.Khadaria HUF
	Khadaria & Associates
	Keemaya Housing Finance Pvt. Ltd.
	Kashish Multitrade Private limited
	Kasturi Overseas Limited
	Laxmiramuna Investments Private Limited
	Mitesh Polypack Private Limited
	Navyug Telefilm Private Limited
	Nouveau Share & Securities Ltd.
	Noveau Global Ventures FZE
	ONA Farms Private Limited
	Pearl Agriculture Ltd.
	Pearl Electronics Ltd.
	Pearl Arcade Amusement Private Limited
	Pearl Arcade Canteens and Caterers Private Limited
	Pearl Arcade consultants Pvt. Ltd.
	Pearl Arcade Property Developers Private Limited
	Rajat Commercial Enterprises Pvt. Ltd.
	Suman Multitrade Private Limited
	Slogan Infotech Pvt. Ltd.
	Thai Malai Golf Resort & SPA Private Limited

Nature of Transactions	(Previous years figures in bracket)		(Rs. In Lacs)
	In relation to (a) above	In relation to (b) above	In relation to (c) above
Director Remuneration	14.60 (15.60)	-	-
Director Sitting Fees	0 (0.00)	-	-
Unsecured Loan taken	0 (0.00)	-	1175.43 (636)
Repayment of Loan taken	0 (0.00)	-	960.73 (379.05)
Unsecured Loan Given	-	-	35.32
Repayment Received of Loan Given	-	-	35.32
Interest on Loan	-	-	51.19
Donation	-	-	-
	(NIL)	(NIL)	(NIL)
Amount Outstanding as on 31st March, 2015			
Loans & Advances		NIL	NIL
Unsecured Loan		NIL	1294.53 (1037.84)
Investment		150 (150)	151.68 (280.56)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Amount (₹)

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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26.8. Segment Reporting :

There are mainly four reporting segment of the Company namely :

- i) Multimedia
- ii) Financial & Consultancy
- iii) Dealing in Shares & Securities
- iv) Trading in Textile

In the Previous year there were four reportable segment namely:

- i) Multimedia
- ii) Financial & Consultancy
- iii) Dealing in Shares & Securities
- iv) Trading in Textile

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
SEGMENT REVENUE		
i) Multimedia	253.43	170.33
ii) Financial & Consultancy	64.69	74.07
iii) Dealing in Shares & Securities	37.45	0.00
iv) Textile Division	307.63	746.42
TOTAL	663.19	990.82
SEGMENT RESULT		
i) Multimedia	81.93	43.75
ii) Financial & Consultancy	10.37	68.31
iii) Dealing in Shares & Securities	1.89	(4.20)
iv) Textile Division	2.27	19.45
TOTAL	96.45	127.31
Less: Interest	2.12	4.10
Depreciation	13.95	13.14
Other Un-allocable expenses net off un-allocable Income	73.23	87.25
TOTAL	7.16	22.82

AS AT	AS AT
31.03.2015	31.03.2014

(Amount in Rupees)

26.9. Foreign Currency Transactions:

Value of Imports on CIF Basis:	0.00	0.00
Expenditure in Foreign Currency:	0.00	0.00
Earning in Foreign Currency:	0.00	0.00

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

For and on behalf of the board of directors

C.P. MAHESHWARI
 Partner
 M.No. 036082

Place : Mumbai
 Dated : 30th May, 2015

Krishan Khadaria
 Managing Director

Manoj Bhatia
 Director

Garima Kukkar
 Company Secretary

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Nouveau Global Ventures Limited,

We have audited the accompanying consolidated financial statements of **M/S NOUVEAU GLOBAL VENTURES LIMITED** ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at 31st March, 2015, the Statement of consolidated Profit and Loss Account and consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the consolidated 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 of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, selection and application of the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a 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 the 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 the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion:

Fixed deposit held with the Canara Bank amounting to Rs. 28.35 lacs inclusive of Accrued Interest thereon by the Subsidiary's is subject to confirmation.

Qualified Opinion:

*In our opinion and to the best of our information and according to the explanations given to us, **except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph**, the consolidated 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*

Consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Other Matters:

We did not audit the financial statement of subsidiary Nouveau Global Venture FZE whose financial statement reflects A total assets Rs. 23,93,15,190/- (Previous year 16,23,90,942/-) as at 31st March, 2015, Total Revenue of Rs. 44,15,83,062/- (Previous year Rs. 40,63,98,788/-)

and net cash flow amounting to Rs. 65,36,871/- (Previous year Rs. 75,20,847/-) for year ended on that date have been audited by other auditor whose report have been furnished to us and our opinion is based solely on the report of other auditor.

Our Opinion is not qualified in respect of other matters.

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

Place : Mumbai
 Dated : 15th June, 2015

C.P. MAHESHWARI
 Partner
 M.No. 036082

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
(Amount in Rupees)			
EQUITY AND LIABILITIES :			
SHARE HOLDER'S FUNDS :			
Share Capital	1	185530000	185530000
Reserves & Surplus	2	<u>124514470</u>	<u>93089521</u>
		310044470	278619521
NON-CURRENT LIABILITIES :			
Long-term Borrowings	3	145753319	107910500
Other Long term Liabilities	4	1920000	-
Long-term Provisions	5	<u>1661743</u>	<u>1418589</u>
		149335062	109329089
CURRENT LIABILITIES :			
Short-term Borrowings	6	1356272	1981255
Trade Payables	7	83876504	83374772
Other Current Liabilities	8	4343773	3300664
Short-term Provisions	9	<u>136640</u>	<u>114911</u>
		89713189	88771602
TOTAL		<u>549092721</u>	<u>476720212</u>
ASSETS :			
NON-CURRENT ASSETS :			
<u>Fixed Assets:</u>			
Tangible Assets	10	9556398	10889769
Intangible Assets	10	-	2781313
Non-current Investment	11	87179293	100120257
Deffered Tax Assets (Net)	12	313156	105049
Long-term Loans and Advances	13	109075525	68816622
Other Non-Current Assets	14	<u>2834591</u>	<u>2834591</u>
		208958962	185547600
CURRENT ASSETS :			
Current Investment	15	260917	260917
Inventories	16	64254050	30203757
Trade Receivables	17	236930880	192169537
Cash and Cash Equivalents	18	25368284	11734890
Short-term Loans and Advances	19	<u>13319627</u>	<u>56803511</u>
		340133759	291172612
TOTAL		<u>549092721</u>	<u>476720212</u>

SIGNIFICANT ACCOUNTING POLICY 27
NOTES ON FINANCIAL STATEMENTS 28

As per our report of even date attached
For CPM & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 114923W)

For and on behalf of the board of directors

C.P. MAHESHWARI
Partner
M.No. 036082

Place : Mumbai
Dated : 15th June, 2015

Krishan Khadaria
Managing Director

Manoj Bhatia
Director

Garima Kukkar
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
(Amount in Rupees)			
INCOME :			
Revenue from Operations	20	501291576	501524934
Other Income	21	10725161	4804062
Total revenue		512016738	506328996
Expenses :			
Purchases of Stock-in-Trade	22	483495384	468152037
Changes in Inventories of Stock-in-Trade	23	(34050293)	(20004260)
Employee Benefits Expenses	24	6051358	6957646
Finance Cost	25	5643330	1111821
Depreciation		1549660	1433256
Other Expenses	26	18677600	17347453
Total expenses		481367039	474997953
Profit before tax		30649699	31331042
Tax Expenses			
Current Tax		—	603200
Current Tax Relating to Prior Years		95129	(10993)
Deferred Tax		(208107)	(53149)
		(112978)	539058
Profit After Tax		30762677	30791984
Earning per share			
Basic		1.66	1.66
Diluted		1.66	1.66

SIGNIFICANT ACCOUNTING POLICY	27
NOTES ON FINANCIAL STATEMENTS	28

As per our report of even date attached
For CPM & ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm Registration No. 114923W)

For and on behalf of the board of directors

C.P. MAHESHWARI
 Partner
 M.No. 036082

Place : Mumbai
 Dated : 15th June, 2015

Krishan Khadaria
 Managing Director

Manoj Bhatia
 Director

Garima Kukkar
 Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Sr. No.	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
A.	Cash Flow from Operating Activities:		
	Net profit before tax & extra ordinary items	30649699	31331042
	Adjustment for:		
	- Depreciation	1549660	1433256
	- Diminution in the value of current investment	0	41140
	-Rent received	(2283264)	(115500)
	- Dividend received	(18045)	(40356)
	- Interest received	(6468643)	(3907458)
	Operating profit before working capital changes	23429407	28742123
	Adjustment for:		
	Loans & Advances	(781180)	30171827
	Trade Receivables	(44879366)	(188022676)
	Inventories	(34050293)	(20004260)
	Trade Payables	1809724	67972172
		(77901115)	(109882937)
	Cash Generated from Operations	(54471708)	(81140813)
	Taxes Paid	(2618341)	(2211205)
	Net Cash from Operating activities	(57090048)	(83352018)
B.	Cash Flow From Investing Activities:		
	Purchase of fixed assets	(510533)	(388741)
	Investment in Partnership firm	12940964	2786231
	Investment in Gold	0	2599620
	Investment in subsidiary company	(23889259)	(1156381)
	Investment In Shares	0	(6558000)
	Investment In Propeties	0	(39385568)
	Dividend Received	18045	40356
	Rent received	2283264	115500
	Interest received	6468643	3907458
	Net Cash from Investing activities	(2688876)	(38039524)
C.	Cash Flow From Financing Activities:		
	Proceeds From issue of shares	33438076	90499913
	Changes in Exchange Fluctuation Reserve	811934	(168613)
	Proceeds of Loans	37867291	19796245
	Repayment of Loans	(624983)	0
	Proceeds of Deposit	1920000	0
	Net Cash from Financing activities	73412318	110127545
	Net increase in Cash and Cash Equivalents	13633394	(11263998)
	Cash & Cash Equivalents (Opening)	11734890	22998888
	Cash & Cash Equivalents (Closing)	25368284	11734890

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006.
- Cash & Cash Equivalents at the end of the year consist of Cash in Hand and Balances with Banks and are net of Short Term Loans and Advances from banks as follows :

Particulars	Amount (Rs.)	
	As at 31-03-2015	As at 31-03-2014
Cash in Hand	2914229	2512739
Balances with Banks	22454055	9222151
Total	25368284	11734890

- Previous year's figures have been regrouped, rearranged wherever necessary in order to conform to current year's presentation.

As per our report of even date attached
For CPM & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 114923W)

For and on behalf of the board of directors

C.P. MAHESHWARI
Partner
M.No. 036082

Place : Mumbai
Dated : 15th June, 2015

Krishan Khadaria
Managing Director

Manoj Bhatia
Director

Garima Kukkar
Company Secretary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		(Amount in Rupees)	
1.	<u>SHARE CAPITAL:</u>		
	Authorised Capital :		
	2,00,00,000 (Previous year 20,00,00,000) Equity Shares of Re. 10 each.	200000000	200000000
		200000000	200000000
	Issued, Subscribed & Paid up Capital :		
	1,85,53,000(Previous year 1,85,53,000) Equity Shares of Re. 10/ each fully paid up	185530000	185530000
		185530000	185530000

- 1.1. The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2015 and March 31, 2014 is set out below :

Particular	As at March 31, 2015		As at March 31, 2014	
	Numbers	Amount	Numbers	Amount
Number of share at the beginning	18553000	185530000	18553000	185530000
Add : Share allotted pursuant to exercise of warrant	-	-	-	-
Number of share at the end	18553000	185530000	18553000	185530000

- 1.2. Details of Shareholders holding more than 5 percent Equity shares in the company on reporting date:

Particular	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	%	Number of Shares	%
Mr. Krishan Khadaria	1278519	6.89%	1278519	6.89%
M/s Kasturi Overseas Pvt. Ltd.	1372600	7.40%	1372600	7.40%
M/s Navyug Telefilms Pvt. Ltd.	1338100	7.21%	1338100	7.21%
M/s Nirmidhi Consultant Pvt.Ltd.	1043129	5.62%	925000	4.99%

2. RESERVES & SURPLUS:**Capital Reserve**

As Per Last Balance Sheet	-	-
Add : On Consolidation of Subsidiaries	144581	-
	144581	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		(Amount in Rupees)	
	Securities Premium Account		
	As Per Last Balance Sheet	14606710	14606710
	Add: Premium on Shares issued during the year	-	-
		14606710	14606710
	Currency Translation Reserves		
	As Per Last Balance Sheet	(167786)	-
	Add : During the Year	811934	(167786)
		644148	(167786)
	Profit & Loss Account:		
	As Per Last Balance Sheet	78650597	47858612
	Add: Profit for the Year	30762677	30791984
		109413274	78650597
	Less: Appropriation		
	Adjustments relating to Fixed Assets	294243	-
		109119031	78650597
		124514470	93089521
3.	<u>LONG-TERM BORROWINGS:</u>		
	Secured		
	Term loan From Bank	-	1356272
	Unsecured		
	Inter Corporate Deposit	145753319	106554228
		145753319	107910500
3.1.	Term Loan from Bank :(Secured)		
	i) Outstanding Balance as at Balance sheet date is repayable over a period of :		
	NIL (Previous year 19 months)		
	ii) Security		
	Term Loan from Bank is secured by hypothecation Motor Car.		
	Personal Guarntee of the Directors		
4.	<u>OTHER LONG TERM LIABILITIES:</u>		
	Security Deposit	1920000	-
		1920000	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		(Amount in Rupees)	
5. <u>LONG -TERM PROVISIONS:</u>			
	Provision for employee benefits:		
	Gratuity	1661743	1418589
		1661743	1418589
6. <u>SHORT-TERM BORROWINGS:</u>			
	Secured		
	Term loan From Bank	1356272	1981255
		1356272	1981255
6.1 Term Loan from Bank :(Secured)			
	i) Outstanding Balance as at Balance sheet date is repayable within a period of 12 months.		
	ii) Security		
	Term Loan from Bank is secured by hypothecation Motor Car.		
	Personal Guarntee of the Directors		
7. <u>TRADE PAYABLES:</u>			
	Micro,Small and Medium Enterprises	-	-
	Others	83876504	83374772
		83876504	83374772
7.1	The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to amounts unpaid as at the year end together with interest paid/payable under the said Act have not		
8. <u>OTHER CURRENT LIABILITIES:</u>			
	Short Term Borrowing		
	Interest Accrued but not due on borrowings	-	2621
	Other Payables:		
	Advance from customers	1737300	2467718
	Statutory Remmitances	1903075	370930
	Others	703398	459395
		4343773	3300664
9. <u>SHORT-TERM PROVISIONS:</u>			
	Provision for employee benefits:		
	Gratuity	38340	16611
	Bonus	98300	98300
		136640	114911

NOUVEAU GLOBAL VENTURES LIMITED

NOTE NO: 10:

TANGIBLE ASSETS:

Particulars	Gross Block				Depreciation		Net Block		
	As at 01.04.2014	Additions during the year	Deductions during the year	As at 31.03.2015	Upto 31.03.2014	For the Year	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Furniture & Fittings	17,14,051	-	-	17,14,051	13,89,198	24,592	14,44,004.73	2,70,046	3,24,853
Motor Vehicles	17,77,152	-	-	17,77,152	17,58,114	-	17,58,114.32	19,038	19,038
Office Equipments	7,49,617	-	-	7,49,617	4,45,961	22,776	5,36,938.50	2,12,679	3,03,657
Air Conditioners	6,81,865	34,000	-	7,15,865	3,51,971	40,867	4,24,688.67	2,91,196	3,29,894
Computers	19,07,674	44,625	-	19,52,299	15,24,081	1,42,482	18,30,557.81	1,21,741	3,83,593
Motor car	91,49,607	-	-	91,49,607	13,28,715	11,40,166	24,68,880.61	66,80,726	78,20,892
Office at Jaipur (Let Out)	15,00,000	-	-	15,00,000	76,431	23,712	1,00,143.37	13,99,857	14,23,569
Plant & Equipment	3,56,168	4,23,628	-	7,79,796	71,895	1,55,065	2,26,960.00	5,61,115	2,84,273
Total	1,78,36,134	5,02,253	-	1,83,38,387	69,46,365	15,49,660	87,90,268	95,56,398	1,08,89,769
Previous Year	1,74,46,566	3,89,568	-	1,78,36,134	55,13,109	14,33,256	69,46,365	1,08,89,769	1,19,33,457

INTANGIBLE ASSETS:

Goodwill	2781313	-	-	27,81,313	-	-	27,81,313	-	27,81,313
Total (B)	27,81,313	-	-	27,81,313	-	-	27,81,313	-	27,81,313
Total (A+B)	2,06,17,447	5,02,253	-	2,11,19,700	69,46,365	15,49,660	1,15,71,581	95,56,398	1,36,71,082

NOTE NO: 10.1

In respect of assets where the useful life specified in Schedule II of The Companies Act, 2013 has expired as on April 1, 2014, the carrying amount of Rs. 294243/- was adjusted against the retained earnings as on April 1, 2014.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT	AS AT
		31.03.2015	31.03.2014
		(Amount in Rupees)	
11.	<u>NON-CURRENT INVESTMENTS:</u>		
	Long term Investments		
	Other Investments		
	In Property		
	Office Premises	64522226	64522226
	In Equity Instruments:		
	(Unquoted- at cost)		
	In equity instruments fully paidup	6558000	6558000
	In Partnership firm		
	M/s Global Enterprises	15168389	28109353
	Gold	930678	930678
		87179293	100120257

11.1 Details of Investment in equity shares in other Companies:

PARTICULARS	AS AT		AS AT	
	31.03.2015		31.03.2014	
	No. of Unit	Value	No. of Unit	Value
Gayatrishakti Paper & Board Limited	109300	6558000	109300	6558000
	109300	6558000	109300	6558000

11.2 Details of Investment in partnership firm M/s Global Enterprises:

Names of partners in the firm	As at 31 March, 2015		As at 31 March, 2014	
	Total	Share of each	Total capital	Share of each
Nouveau Global Venture Limited	15168389	95%	28109353	95%
Asha Khadaria	-	-	(325692)	5%
Krishan Khadaria	15965	5%	-	-
	15184354	100%	27783661	100%

12. DEFERRED TAX ASSETS (Net):

a) Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961	546353	443477
b) Deferred Tax Liabilities		
Depreciation	233197	338428
	313156	105049

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT	
		31.03.2015	31.03.2014
(Amount in Rupees)			
13.	<u>LONG-TERM LOANS & ADVANCES:</u>		
	(Unsecured Considered Good)		
	Capital Advances(Against Property)	5746750	8846750
	Security Deposits	8642006	5052436
	Share Application Money	15000000	15000000
	Loans & Advances		
	Subsidiary	-	-
	Others	72005525	33120731
	Advance Tax & TDS (Net of Provisions)	7681244	6796705
		109075525	68816622

14. OTHER NON-CURRENT ASSETS

	Fixed Deposit with Canara Bank	2580586	2580586
	Interest Accrued But not Due on Fixed deposit	254005	254005
		2834591	2834591

14.1 Fixed deposit are lying with Stock Holding Corporation of India Ltd. and same are not available for verification.

No confirmation are also available for varification of Fixed Deposit held with Canara Bank. Further Company has not provided interest accrued on said Fixed Deposit as the fixed deposits are already matured and have not been renewed.

15 CURRENT INVESTMENT:

	Shares & Securities	1957039	1957039
	Less: Provision for Dimimution in the value of share	1696122	1696122
		260917	260917

15.1 PARTICULARS OF SHARES & SECURITIES ARE AS UNDER -

PARTICULARS	31.03.2015		31.03.2014	
	Qty.	Amount	Qty.	Amount
QUOTED:				
Force Motors Ltd.	100	28200	100	28200
Trigyn Technologies	3	117	3	117
Warner Multimedia Ltd.	41237	1742002	41237	1742002
	41340	1770319	41340	1770319

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT	
		31.03.2015	31.03.2014
		(Amount in Rupees)	
UNQUOTED:			
	Luhariwala Finance & Investment Pvt. Ltd.	400	160000
	Kiran Overseas Ltd.	300	630
	Masco Pharma	100	800
	Pentafour Products Ltd.	100	725
	Shaw Wallace	100	7816
	South East Asia	100	16359
	Uniplas (I) Ltd.	300	390
		<u>1400</u>	<u>186720</u>
TOTAL		42740	1957039

	AS AT	AS AT
	31.03.2015	31.03.2014
Aggregate amount of Quoted and		
-Aggrement amount of Unquoted Investment	186720	186720
-Aggregate amount of Quoted Investment	1770320	1770319
Aggregare market value of Quoted Investment	221968	74197
Aggregate Provision for dimuntion in value of Quoted Investment	1696122	1696122

16. INVENTORIES:

Stock In trade :

Shares & Securities	15654052	141360
Film and Television Rights	12124500	15524500
Pearl Pool	301854	-
Commodities	36173644	14537897
	<u>64254050</u>	<u>30203757</u>

16.1. PARTICULARS OF SHARES & SECURITIES ARE AS UNDER :

PARTICULARS	As at 31st March, 2015		As at 31st March, 2014	
	QTY.	AMOUNT	QTY.	AMOUNT
QUOTED:				
Kotak Mahindra Bank Ltd. (Bonus Shares)	200	-	200	--
Haryana Ship Breakers Ltd.	9100	73710	9100	73710
	<u>9300</u>	<u>73710</u>	<u>9300</u>	<u>73710</u>
UNQUOTED:				
Galgotia Publications Pvt. Ltd.	-	-	-	-
Olympia Capital Ltd.	61500	67650	61500	67650
Sukanya Properties Pvt.Ltd.	-	-	-	-
	<u>61500</u>	<u>67650</u>	<u>61500</u>	<u>67650</u>
Total	70800	141360	70800	141360

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		(Amount in Rupees)	
	Aggregate amount of Quoted and market value of Quoted stock and for diminution in value of investment		
	- Aggrement amount of Unquoted Stock	67650	67650
	-Aggregate amount of Quoted Stock	73710	73710
	-Aggregate market value of Quoted Stock	576635	515960
	-Aggregate provision for diminution in value of Unquoted Stock.	-	-
17.	<u>TRADE RECEIVABLES:</u>		
	(Unsecured, considered good)		
	- Outstanding for a period exceeding six months	10388563	52512112
	- Other Debts	226542317	139657425
		236930880	192169537
18.	<u>CASH AND CASH EQUIVAILENTS:</u>		
	Cash in hand	2914229	2512739
	Balances with Scheduled Banks :		
	- In Current Accounts	14197064	8609886
	- In Fixed Deposits	8256991	612265
		25368284	11734890
19.	<u>SHORT-TERM LOANS & ADVANCES:</u>		
	(Unsecured Considered Good)		
	Advance to Supplier	8856259	52679117
	Security Deposit	723350	694025
	Advances recoverable in cash or in kind	1216806	810785
	Advance Tax & TDS (Net of Provisions)	2523212	1618998
	VAT Credit Availabale	-	390000
	Service Tax Credit Receivable	-	610586
		13319627	56803511
20.	<u>REVENUE FROM OPERATIONS:</u>		
	Sales of Products and Services	501291576	501524934
		501291576	501524934

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
		(Amount in Rupees)	
20.1.	<u>PARTICULARS OF SALE OF PRODUCTS AND SERVICES :</u>		
	Film Rights & Royalty	17530358	7177500
	Fabrics	30762743	74641789
	Receipt from Publication of Cine Magazines	-	452775
	Receipt from Organising Events & other media activity	7812500	6312500
	Media Channel Coordination Charges	-	3090000
	Shares & Securities	3745249	-
	Commission	-	3500000
	Sales of Pool Equipment	219106	-
	Commission on Consignment Sale (Naap-tol)	134732	-
	Commodities	441086889	406350370
		501291576	501524934
21.	<u>OTHER INCOME:</u>		
	Dividends	18045	40356
	Interest	6468643	3907458
	Rent	2283264	115500
	Sundry Balances w/off	-	273560
	Share of profit/(Loss) from partnership firm	1459036	418769
	Other Income	496173	48418
		10725161	4804062
22.	<u>PURCHASES OF STOCK-IN-TRADE:</u>		
	Shares	19069177	-
	Film Rights	8750000	13900000
	Fabrics	30536162	72697081
	Purchase of Pool Equipment	393990	-
	Commodities	424746055	381554956
		483495384	468152037
23.	<u>CHANGES IN INVENTORIES OF STOCK IN TRADE:</u>		
	Inventories (at Close)		
	Shares & Securities	15654052	141360
	Film and Television Telecast Rights	12124500	15524500
	Pearl Pool	301854	-
	Commodities	36173644	14537897
		64254050	30203757

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Inventories (at Commencement)	(Amount in Rupees)	
	Shares & Securities	141360	141360
	Film/TV Rights	15524500	10058137
	Pearl Pool	-	-
	Commodities	14537897	-
		30203757	10199497
		(34050293)	(20004260)
24. EMPLOYEE BENEFITS EXPENSES:			
	Salaries and Bonus	3956601	4579761
	Directors' Remuneration	1460000	1560000
	Gratuity	264883	293250
	Contribution to P.F.	193780	348270
	Staff Welfare Expenses	176095	176365
		6051358	6957646
25. FINANCE COSTS:			
	Interest Expenses	5643330	1111821
		5643330	1111821
26. OTHER EXPENSES:			
	Bank Charges	30366	12796
	Communication Costs	624997	621395
	Printing & Stationery	165088	188706
	Electricity Charges	196093	311284
	Repairs & Maintenance - Others	240807	168895
	Vehicle Maintenance Expenses	520624	429618
	Professional Charges	137883	596708
	Business Promotion Expenses	583721	413638
	Travelling & Conveyance Expenses	1461958	1322054
	Remuneration to Auditors	183090	172472
	Miscellaneous Expenses	5566809	3000743
	Contract Expenses (Handling & controlling)	200000	-
	Loss on Trading of E-Gold	-	460830
	Bad debts written off	1662000	3304000
	Expenses for Events	5000000	3400000
	Printing of Magazines	-	310791
	Diminution in the value of current investment	-	41140
	Donation	1202	-
	Selling & Distribution Expenses	2102962	2592384
		18677600	17347453

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**27. A) PRINCIPLES OF CONSOLIDATION:**

1. The Financial Statements of the company and its subsidiary companies are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group transactions in accordance with Accounting Standards (AS) 21 – “Consolidated Financial Statements” and the relevant provisions of the Companies Act, 2013 in all material aspects.
2. In case of foreign subsidiaries, being non – integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Currency Translation Reserve.
3. The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the consolidated financial statement as Goodwill or Capital Reserve, as the case may be.

B) SIGNIFICANT ACCOUNTING POLICIES :**1. Basis of Accounting**

Financial Statements are based on historical cost convention and are prepared on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

3. Revenue Recognition

- a) Profits or Losses from Stock-in-trade are recognised on trade date on “First-in-first-out” basis.
- b) Revenue in respect of various rights attached to the movies (Feature films) is recognised at the time of their respective telecast.
- c) Sales are recognized when all significant risks and reward of ownership of the goods are passed on to the buyer.
- d) Dividend income is recognized on receipt basis.

4. Fixed Assets:

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

5. Impairment of Fixed Assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on “Impairment of Assets”. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

6. Depreciation

Depreciation on all Fixed Assets is provided on 'Straight Line Method' over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**7. Investments:**

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

8. Miscellaneous Expenditure:

Preliminary expenses are amortized in the year in which they are incurred.

9. Inventories

Stock in Trade is valued as follows:

- a) Quoted Shares / Debentures are Valued category wise at cost or market price, whichever is lower.
- b) Unquoted Shares – Valued scrip wise at cost or break up value, whichever is lower.
- c) In case of film and other rights - valued at lower of cost and net realisable value.
- d) Work in Progress - cost of TV rights acquired is valued at actual cost.
- e) Stock of traded goods is valued at cost or net realizable value whichever is lower

10. Employee Benefits

- a) Company's contribution to Provident Fund for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.
- b) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

11. Provisions and Contingent Liabilities

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

12. Accounting for Taxation of Income :**Current Taxes**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**28. NOTES FORMING PART OF FINANCIAL STATEMENTS:**

28.1. In the Opinion of the Board, the Current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are adequate.

28.2. Commitments and Contingent Liabilities:

	AS AT 31.03.2015	AS AT 31.03.2014
a) Income Tax demand disputed in Appeals A.Y 2006-07	1.76 Lacs	1.76 Lacs
b) Income Tax demand disputed in Appeals A.Y 2004-05	0.85 Lacs	0.85 Lacs
c) Guarantees given by bank to Bombay Stock Exchange	4.63 Lacs	4.63 Lacs
d) Estimated amount of contracts to be executed on capital account (Net of advances).	237.87 Lacs	7.53 Lacs

28.3. Payment to Auditors includes payment for :

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
	(Amount in Rupees)	
Audit Fees	150000	120000
Tax Audit fees	30000	30000
Certification and Other Services	-	-

28.4. Earnings Per Share (EPS)

(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity Share Holders	30762677	30791984
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	18553000	18553000
(iii) Basic Earning Per Share (in Rs.)	1.66	1.66
(iv) Diluted Earning Per Share (In Rs.)	1.66	1.66
(v) Face value per share	10.00	10.00

Note:

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the company remain the same.

28.5. Employees Defined Benefits:

Defined Benefit Plans – As per Actuarial Valuation on 31st March 2015

The principal assumptions used in the actuarial valuation of Gratuity are as follows:

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Discount rate	7.95%	9.31%
Expected rate of return on assets	0.00%	0.00%
Expected rate of Future salary increase	6.00%	6.00%

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**Changes in present value of obligations (Rs. In Lacs)**

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Present value of obligation as at 31.03.2014	14.35	11.42
Interest Cost	1.34	0.85
Current Service Cost	0.48	1.18
Benefits paid	Nil	Nil
Actuarial loss on obligations	0.83	0.33
Present Value of obligation as at 31.03.2015	17.00	11.42

Liability recognized in the Balance Sheet (Rs. In Lacs)

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Present value of obligation as at 31.03.2014	17.00	11.42
Fair Value of plan assets as at the end of the year	Nil	Nil
Unfunded status	17.00	11.42
Unrecognized Actuarial (Gain)/ Loss	Nil	Nil
Net (Assets)/ Liability recognized in the Balance Sheet	17.00	11.42

Expenses recognized in the Profit and Loss Account (Rs. In Lacs)

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
Current Service Cost	0.48	1.18
Past Service Cost	Nil	Nil
Interest Cost	1.34	0.85
Expected return on plan assets	Nil	Nil
Net Actuarial (Gain)/ loss recognized during the year	0.83	0.33
Total Expenses recognized in the Profit and Loss account	0.99	1.70

28.6. Related Party Disclosures

As required under Accounting Standard 18 "Related Party Disclosure", following are the details of year with the related parties of the Company as defined in AS 18 :

a) Key Management Personnel

Mr. Krishan Khadaria

Managing Director

Mr. Mohit Khadaria

Director

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

b) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprise :

Attribute Shares & Securities Private Limited
Automagical Software Pvt. Ltd.
Bhaskar Realty Pvt. Ltd.
Forever Flourishing Finance and Investment Private Limited
Global Enterprises
Golden Medwos Export Private Limited
K.K.Khadaria & Co.
K.K.Khadaria HUF
Khadaria & Associates
Keemaya Housing Finance Pvt. Ltd.
Kashish Multitrade Private limited
Kasturi Overseas Limited
Laxmiramuna Investments Private Limited
Mitesh Polypack Private Limited
Navyug Telefilm Private Limited
Nouveau Share & Securities Ltd.
Noveau Global Ventures FZE
ONA Farms Private Limited
Pearl Agriculture Ltd.
Pearl Electronics Ltd.
Pearl Arcade Amusement Private Limited
Pearl Arcade Canteens and Caterers Private Limited
Pearl Arcade consultants Pvt. Ltd.
Pearl Arcade Property Developers Private Limited
Rajat Commercial Enterprises Pvt. Ltd.
Suman Multitrade Private Limited
Slogan Infotech Pvt. Ltd.
Thai Malai Golf Resort & SPA Private Limited

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Nature of Transactions	(Previous years figures in bracket)	(Rs. In Lacs)
	In relation to (a) above	In relation to (b) above
Director Remuneration	14.60	-
	(15.60)	(NIL)
Director Sitting Fees	0.00	-
	(0.00)	(NIL)
Unsecured Loan taken	0.00	1175.43
	(0.00)	(636)
Repayment of Loan taken	0.00	960.73
	(0.00)	(379.05)
Unsecured Loan Given	-	35.32
	(NIL)	-
Repayment Received of Loan Given	-	35.32
	(NIL)	-
Interest on Loan	-	51.19
	(NIL)	(NIL)
Donation	-	-
	(NIL)	(NIL)
Amount Outstanding as on 31st March, 2015		
Loans & Advances		(NIL)
		(NIL)
Unsecured Loan		1294.53
		(1037.84)
Investment		151.68
		(280.56)

28.7. Segment Reporting :

There are mainly five reporting segment of the Company namely:

- i) Multimedia
- ii) Financial & Consultancy
- iii) Dealing in Shares & Securities
- iv) Trading in Textile
- v) Trading in Commodities

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

In the Previous year there were five reportable segment namely:

- i) Multimedia
- ii) Financial & Consultancy
- iii) Dealing in Shares & Securities
- iv) Trading in Textile
- v) Trading in Commodities

Particulars	(Rs. In Lacs)	
	AS AT 31.03.2015	AS AT 31.03.2014
SEGMENT REVENUE		
i) Multimedia	253.43	170.33
ii) Financial & Consultancy	64.69	74.07
iii) Dealing in Shares & Securities	37.45	0.00
iv) Textile Division	307.63	746.42
v) Trading in Commodities	4410.87	4063.50
TOTAL	5074.06	5054.32
SEGMENT RESULT		
i) Multimedia	81.93	43.75
ii) Financial & Consultancy	10.37	68.31
iii) Dealing in Shares & Securities	1.89	(4.20)
iv) Textile Division	2.27	19.45
v) Trading in Commodities	301.24	292.47
TOTAL	397.69	419.78
Less: Interest	2.12	4.10
Depreciation	15.50	14.33
Other Un-allocable expenses net off un-allocable Income	73.59	88.03
TOTAL	306.49	313.31

28.8. Foreign Currency Transactions:

Value of Imports on CIF Basis:	0.00	0.00
Expenditure in Foreign Currency:	0.00	0.00
Earning in Foreign Currency:	0.00	0.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

28.9 Pursuant to the scheme of Arrangement (Scheme) approved by the Hon'able High Court of Bombay, all the assets and liabilities of the Agriculture division and Electronics division of the company have been transferred to and vested in the Resultant company Pearl Agriculture Limited and Pearl Electronics Limited at their respective book values in demerged company on a going concern basis from 1st October 2011 being the appointed date. As per the scheme, appointed date as approved by the Hon'able High court is 1st October 2011 and effective date is 9th October 2012 being the date on which the certified copy of the order sanctioning the said scheme is filed with the Registrar of Companies, Maharashtra in accordance with the companies Act, 1956. In view of this Previous period figures are not comparable with Current year's figure.

As per our report of even date attached
For CPM & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 114923W)

C.P. MAHESHWARI
Partner
M.No. 036082

Place : Mumbai
Dated : 15th June, 2015

For and on behalf of the board of directors

Krishan Khadaria
Managing Director

Manoj Bhatia
Director

Garima Kukkar
Company Secretary

NOUVEAU GLOBAL VENTURES LIMITED

401/A, Pearl Arcade, Opp. P. K. Jewellers, Daut Baug Lane, Off. J. P. Road, Andheri (W), Mumbai - 400058
Tel.: 26778155 / 26797750 / 32459097 Fax: 26781187 CIN: L01407MH1988PLC049645
Email: nouveauglobal@gmail.com Website: www.nouveauglobal.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID No.		Folio No.:
Client ID No.		No. of Shares :

NAME OF THE SHAREHOLDER / PROXY HOLDER : _____

I hereby record my presence at the **27th Annual General Meeting** of the Company held on **Wednesday, September 30, 2015** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.

Signature of Shareholder/Proxyholder

Note:

1. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

CIN	:	L01407MH1988PLC049645
Name of the Company	:	Nouveau Global Ventures Limited
Registered Office	:	401/ A, Pearl Arcade, Opp. P. K. Jewellers, Daut Baug Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058
Name of the member(s)	:
Registered Address	:
Email ID	:
Folio No./Client ID/DP ID	:

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

- 1) Name : Address :
 Email ID: Signature : or failing him
- 2) Name : Address :
 Email ID: Signature : or failing him
- 3) Name : Address :
 Email ID: Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 12 p.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business
<ol style="list-style-type: none"> 1. Adoption of the audited Balance Sheet of the Company as at March 31, 2015, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon. 2. Reappointment of Mr. Mohit Khadaria who retires by rotation. 3. Re- appointment of M/s. CPM & Associates as Auditors and fixing their remuneration.
Special Business
<ol style="list-style-type: none"> 4. Regularisation and Appointment of Ms. Asha Khadaria as Non-Executive, Director. 5. Approval of Existing Material Related Party Contracts And Arrangements under clause 49 of the listing agreement with Stock Exchanges. 6. Approval of transactions with related parties under section 188 of the companies act, 2013 and clause 49 of the listing agreement with Stock Exchanges. 7. To authorize Board to invest up to Rs. 100 Crores by way of subscription, purchase or otherwise, securities of any other body corporate.

Signed this day of 2015.

Affix 1 Rupee
Revenue
Stamp

.....
Signature of Shareholder

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

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

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 Email: nouveauglobal@gmail.com Website: www.nouveauglobal.com

BALLOT FORM

Serial No. _____

1. Name and Registered Address :
of the Sole/First named Shareholder
2. Name(s) of the Joint holder(s), if any :
3. Registered Folio Number /
DP ID No. / Client ID No. :
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated August 28, 2015 convening the 27th Annual General Meeting of the Company to be held on September 30, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(√) mark at the appropriate box below.

Item No.	Description	Type of Resolution	No. of shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the audited Balance Sheet of the Company as at March 31, 2015, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution			
2	Reappointment of Mr. Mohit Khadaria who retires by rotation	Ordinary Resolution			
3	Re-appointment of M/s. CPM & Associates as Auditors and fixing their remuneration	Ordinary Resolution			
4	Regularisation and Appointment of Ms. Asha Khadaria as Non-Executive, Director	Ordinary Resolution			
5	Approval of Existing Material Related Party Contracts And Arrangements under clause 49 of the listing agreement with Stock Exchanges	Special Resolution			
6	Approval of transactions with related parties under section 188 of the companies act, 2013 and clause 49 of the listing agreement with Stock Exchanges	Special Resolution			
7	To authorize Board to invest up to Rs. 100 Crores by way of subscription, purchase or otherwise, securities of any other body corporate.	Special Resolution			

Place : _____ Date : _____

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by 6.00 p.m. on September 27, 2015 shall only be considered.

Signature of the shareholder

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to www.evotingindia.com

INSTRUCTIONS

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in for or against the Resolution putting the tick mark (\checkmark) in the column for assent or dissent. Ballot form bearing (\checkmark) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- VII. The Ballot shall not be exercised by a Proxy.
- VIII. Ballot Form – Votes will be considered invalid on the following grounds:
 - (i) If the member's signature does not tally.
 - (ii) If the member has marked all his shares both in favour and also against the resolutions
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper filled in pencil or signed in pencil.
 - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- IX. The Scrutinizer's decision on the validity of the Ballot will be final.

Address of Scrutinizer : Mr. Arvind Baid -Scrutinizer, Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli, Anderi West, Mumbai- 400058.

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