
NETLINK SOLUTIONS (INDIA) LIMITED

28TH ANNUAL REPORT

| | | |
|---------------------------|---------------------------|----------------------------|
| BOARD OF DIRECTORS | MINESH V. MODI | Whole Time Director |
| | RUPA M. MODI | Executive Director |
| | YOGESH B. GIRNARA | Director |
| | RAJENDRA S. LOKARE | Director |
| | PREMNATH T. MISHRA | Director |

BANKERS **HDFC BANK LIMITED**

AUDITORS **K. U. KOTHARI & CO.**
CHARTERED ACCOUNTANTS

REGISTERED OFFICE **507, LAXMI PLAZA,**
LAXMI INDUSTRIAL ESTATE,
OFF NEW LINK ROAD,
ANDHERI (W),
MUMBAI – 400 053

REGISTRAR AND **ADROIT CORPORATE SERVICES PVT. LTD.**
TRANSFER AGENT **19, JAFFERBHOY INDUSTRIAL ESTATE,**
MAKWANA ROAD,
MAROL NAKA, ANDHERI (E),
MUMBAI – 400 059

NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Members of Netlink Solutions (India) Limited will be held on Monday, September 30, 2013 at 9.30 a.m. at the Registered office of the Company at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013, Profit and Loss account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Minesh Vasantlal Modi who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajendra Lokare who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

By Order of Board of Directors

Rupa Modi
Executive Director

Place: Mumbai
Date: 31.07.2013

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
3. Members are requested to notify immediately the change, if any, of the address registered with the Company.
4. The Register of Members and the Share Transfer Books of the company will be closed from September 26, 2013 to September 30, 2013 (both days inclusive).
5. Members holding shares in electronic form may please note that as per the regulation of National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deviation/ change of bank details already printed on dividend warrants as per information received from the Concerned Depositories. **In this regards members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.**

By Order of Board of Directors

Rupa Modi
Executive Director

Place: Mumbai
Date: 31.07.2013

NETLINK SOLUTIONS (INDIA) LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting their 28th Report together with the Audited Accounts for the year ended March 31, 2013

Financial Performance:

| | 2012-13 Rs. | 2011-12 Rs. |
|---|----------------|----------------|
| Total Income | 6430748 | 8197332 |
| Total Expenditure | 5866839 | 5953617 |
| Profit Before Depreciation and Tax | 563909 | 2243715 |
| Less: Deprecation | 421924 | (1050855) |
| Less: Provision for Tax and F.B.T. Incl. Deferred Tax Liability | 24232 | 111639 |
| Net Profit after Tax | 117753 | 1304499 |
| Less :Short Provision for Tax | - | - |
| Balance Brought Forward | - | - |
| Amount available for Appropriation | 117753 | 1304499 |
| Proposed Dividend | - | - |
| Tax on Dividend | - | - |
| Transfer to General Reserve | - | - |
| Surplus Carried Forward | 117753 | 1304499 |
| Total Appropriation | 117753 | 1304499 |

OVERVIEW

During the year the total Income of the Company has been Rs. 64.31 Lacs as compared to previous year total of Rs. **81.97 Lacs**. Our company has made Profit amounting to Rs **1.18 Lacs** after tax.

Presently the software development, search engine marketing and publication business is being carried out whereas all other businesses were not successful. Therefore, the Board feels the Company should continue with its current business relating to software development, search engine marketing and publication until appropriate business opportunity is identified.

In view of the inadequacy of profits your directors are unable to recommend any dividend for the year under review.

DIRECTORS

In accordance with the Articles of Association of the Company, Mr. Minesh V Modi and Mr. Rajendra Lokare, Directors of the Company, retire by rotation and being eligible offer themselves for re-appointment. Directors commend their re-appointment.

NETLINK SOLUTIONS (INDIA) LIMITED

DEPOSITS

The Company has not accepted any deposits and as such no amount of principal or interest was outstanding on the date of balance sheet.

AUDITORS

M/s K U Kothari & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting of the Company. The Company has received a letter showing their willingness to act as the auditor of the Company if re-appointed by the members of the Company and have forwarded the eligibility certificate u/s 224 (1B) of the Companies Act 1956. Members are requested to consider the appointment of M/s K U Kothari & Co., Chartered Accountants at the forthcoming Annual General Meeting of the Company.

LISTING

The shares of the Company are listed on the Bombay Stock Exchange Limited. The Company is regular in complying with the provisions of the Listing Agreement entered into with the Stock Exchange.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The particulars prescribed under clause (e) of sub-Section (1) of Section 217 of the Companies Act, 1956, read with the companies (Disclosure of particulars in Report of Board of Directors) Rule, 1988 are as follows:

Conservation of Energy

The company is not a manufacturing company and hence the details in respect of the above are not applicable.

Research and Development

The company has not undertaken any Research and Development activity in any specific area during the year under review, and hence no cost has been incurred towards same.

| | | |
|---------------------------------|----------|-------------------|
| Technology Absorption | : | Nil |
| Foreign Exchange Earning | : | Rs. 336801 |
| Foreign Exchange Outgo | : | Rs. 340900 |

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 217 (2AA) of the Companies Act, 1956, Directors confirm that:-

- a) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

NETLINK SOLUTIONS (INDIA) LIMITED

- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in the accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis.

EMPLOYEES

During the year the company has not employed any person, which required disclosure under section 217 (2A) of the Companies Act, 1956 to be read with the Companies Particulars of Employees Rules, 1975, as amended.

ACKNOWLEDGEMENT

Your Directors hereby place on record their appreciation and co-operation and support received from all the customers, vendors, banks and share transfer agent and thank them for their valuable contribution in the growth of the company.

Your directors thank all the shareholders of the company for their continued support.

Your directors also thank all the government agencies, The Software Technology Parks of India, Bombay Stock Exchange Limited, SEBI, The Registrar of Companies, Mumbai for their support during the year and look forward to their continued support in future.

For and on behalf of the Board of Directors

Minesh Modi
Whole Time Director

Rupa Modi
Executive Director

Place: Mumbai
Date: 31.07.2013

NETLINK SOLUTIONS (INDIA) LIMITED

M Siroya and Company *Company Secretaries*

C-1, First Floor, Everest Building, Opp. BMC School, Dattapada Road, Borivali (E), Mumbai – 400 066
Telefax:+91 22 28706523; **Mobile:** 93243 10151; **E-mail:**siroyam@gmail.com

SECRETARIAL COMPLIANCE CERTIFICATE

Registration No. of the Company: 11 -034789

Authorised Share Capital: Rs. 100,000,000/-

Paid-up Share Capital: Rs. 2,96,70,000/-

To,
The Members
Netlink Solutions (India) Limited
507, Laxmi Plaza, Laxmi Industrial Estate,
Off. New Link Road, Mumbai - 400 053

We have examined the registers, books and papers of **M/s. Netlink Solutions (India) Limited** (the Company) as required to be maintained under The Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended **31st March, 2013**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: -

1. the Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. the Company being a public limited Company, has a paid-up Capital of Rs. 2,96,70,000/-.
4. the Board of Directors duly met 4 times on May 25, 2012, July 27, 2012, October 30, 2012 and January 28, 2013 in respect of which meetings proper notices were given and signed in the minutes book maintained for the purpose.
5. the Company had closed its Register of Members from Wednesday, September 26, 2012 to Friday, September 28, 2012 (Both days inclusive) in order to comply with the provisions of Section 154 of the Act.
6. the Annual General Meeting for the financial year ended on 31.03.2012 was held on 28th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. no extra-ordinary general meeting was held during the year.

NETLINK SOLUTIONS (INDIA) LIMITED

8. the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. the Company has made necessary entries, wherever required, in the register maintained under Section 301 of the Act
11. as there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. the Company has not issued duplicate share certificates during the financial year.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Has not declared dividend during the year.
 - iii) Has not paid any interim dividend during the year.
 - iv) The Company was required to transfer an amount of Rs. 8,204/- lying in unclaimed or unpaid dividend Account for the financial year 2004-05 on or before October 28, 2012. However, the Company actually transferred the above sum on March 13, 2013 and thus filed form – 1INV with delay. However, as explained by the Company, there were technical issues and because of these issues, the amount could not be transferred on time.
 - v) Duly complied with the requirements of Section 217 of the Act.
14. the Board of Directors of the Company is duly constituted and no additional director(s), alternate director(s) or director(s) to fill the casual vacancy were appointed during the year.
15. the Company has not appointed any Managing Director / Whole Time Director / Manager during the financial year.
16. the Company has not appointed any sole-selling agents during the financial year.
17. the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. the Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. the Company has not allotted any Shares/debentures or other securities during the financial year.
20. the Company has not bought back any Shares during the financial year.
21. there was no redemption of preference shares or debentures outstanding during the financial year.
22. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

NETLINK SOLUTIONS (INDIA) LIMITED

23. the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. the Company has not borrowed any amount from Banks or financial institutions during the financial year ended March 31, 2013 under the provisions of Section 293 (1) (d) of the Act.
25. the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. the Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the Memorandum with respect to share capital of the Company for the year under scrutiny.
30. the Company has not altered its Articles of Association during the financial year.
31. as informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
32. the Company has not received any money as security from its employees during the financial year.
33. the Company is regular in depositing both the employees' and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
CP No.: 4157

Place: Mumbai
Date: 31.07.2013

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure A – Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 – 034789

Registers as maintained by the Company

Statutory Register

| Sr. No. | Under Section | Name of Register |
|-------------------------------|---------------|--|
| 1 | 143 | Register of Charges |
| 2 | 150 | Register of Members |
| 3 | 193 | Minutes of all meetings of Board of Directors |
| 4 | 193(1) | Minutes of General Body Meetings |
| 5 | 209 | Books of Accounts |
| 6 | 301 | Register of Particulars of Contracts in which Directors are interested |
| 7 | 303 | Register of Directors |
| 8 | 307 | Register of Directors' Shareholding |
| <u>Other Registers</u> | | |
| 1 | - | Board Meeting Attendance Register |
| 2 | - | General Meeting Attendance Register |
| 3 | - | Share Transfer Register |

Annexure B – Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 – 034789

Returns / Documents / Forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended March 31st, 2013

FOR THE YEAR 2012-2013 (01.04.2012 TO 31.03.2013)

| Sl. No. | Form No. | Relevant Section | Description | Date of Filing | Whether filed Within prescribed time Yes / No | If delay in filing, whether requisite additional fee paid Yes / No |
|---------|----------|------------------|--|----------------|---|--|
| 1 | 23 | 192 | Filed for submission of Special Resolution, for Appointment of Mr. Minesh Modi as the Whole Time Director and Mrs. Rupa Modi as an Executive Director, passed at the EGM held as on 04.06.2011 | 19.10.2012 | No | Yes |

NETLINK SOLUTIONS (INDIA) LIMITED

| Sl. No. | Form No. | Relevant Section | Description | Date of Filing | Whether filed Within prescribed time Yes / No | If delay in filing, whether requisite additional fee paid Yes / No |
|---------|--------------|-------------------------|---|----------------|---|--|
| 2. | 25C | 269(2), & Schedule XIII | Return of Appointment of Mr. Minesh Modi as the Whole Time Director of the Company for the period of 3 years w.e.f. July 16, 2011 vide SRN No. B60021193. | 19.10.2012 | No | Yes |
| 3. | 25C | 269(2) | Return of Appointment of Mrs. Rupa Modi as an Executive Director of the Company for the period of 3 years w.e.f. 28th July, 2011 vide SRN No. B60021854. | 19.10.2012 | No | Yes |
| 4 | 66 | 383A | Compliance Certificate as on 31.03.2012 filed Vide SRN No. P91013920 | 19.10.2012 | Yes | NA |
| 5 | 20B | 159(1) | Annual Return (Schedule V) made up to 28.09.2012 filed vide SRN No. P91014944 | 19.10.2012 | Yes | NA |
| 6 | 23AC & 23ACA | 220(1) | Balance Sheet and Profit & Loss Account XBRL as on 31.03.2012 filed Vide SRN No. Q06622237 | 13.02.2013 | Yes | NA |
| 7 | 1INV | 205 | Submission of Form INV 1 for the year 2003 – 2004. (Amount was transferred on 03.09.2012) | 07.01.2013 | No | N.A |
| 8 | 1INV | 205 | Submission of Form INV 1 for the year 2004 – 2005. (Amount was transferred on 13.03.2013) | 13.03.2013 | No | N.A |

NETLINK SOLUTIONS (INDIA) LIMITED

K. U. KOTHARI & CO.

CHARTERED ACCOUNTANTS

A/1-205, LARAM CENTRE, S.V. ROAD, ANDHERI (WEST), MUMBAI-400 058
Tel: 2620 4773 / 2670 4183 Email: kukothari@rediffmail.com

CA. K. U. KOTHARI

B. Com. (Hons), LL.B, F.C.A.

CA. PRAKASH CHECHANI

B. Com., F.C.A., Grad. C.W.A.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NETLINK SOLUTIONS (INDIA) LIMITED

We have audited the accompanying financial statements of **NETLINK SOLUTIONS (INDIA) LIMITED ("the company")** which comprises the Balance Sheet as at 31st March 2013, and the statement of Profit & Loss Account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

NETLINK SOLUTIONS (INDIA) LIMITED

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) In the case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on the date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on the date.

Report on Other Legal & Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on 31st March 2013 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

FOR K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS
F.R.No. 105310W

PRAKASH CHECHANI
(PARTNER)
M. No. 104203

PLACE : MUMBAI
DATED : 30.05.2013

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 of the our report of even date to the Members of NETLINK SOLUTIONS (INDIA) LIMITED, on the accounts of the company for the year ended 31st March, 2013

1. In respect of its Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals, no material discrepancies were noticed on such verifications
 - (c) In our opinion and according to the information and explanations given to us, no fixed assets have been disposed during the year and therefore does not affect the going concern assumption.
2.
 - (a) The physical verification of the inventory has been conducted at reasonable intervals by the management.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable & adequate in relation to the size of the company & the nature of its business.
 - (c) The company is maintaining proper records of inventory & no material discrepancies were noticed on physical verification.
3. According to the information and explanations given to us and on the basis of our examination of books of accounts, the company has not granted or taken any loans, secured or unsecured to / from the companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Consequently the provisions of the clause iii(b), iii(c), iii(d), iii(f) & iii(g) of the order are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of Inventories and fixed assets and payment for expenses and for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weakness in the internal control has been noticed.
5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
 - (a) To the best of our knowledge and belief and according to the information and explanation given to us, transactions that needed to be entered into register have been so entered.
 - (b) In our opinion and according to the information and explanation given to us, in respect of transactions made in pursuance of the contracts or arrangements

NETLINK SOLUTIONS (INDIA) LIMITED

entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5 lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public covered Under Section 58 (A) and 58(AA) of the Companies Act, 1956.
7. In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
8. As per information and explanations given by the Management, Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the companies Act, 1956 for any of the activities of the company.
9. Statutory and other dues:
 - (a) According to the records, information & explanation given to us, undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales tax, wealth-tax, service-tax, custom duty, excise duty, cess and other material statutory dues, wherever applicable, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were outstanding as at the end of the year for a period of more than six months from the date becoming payable.
 - (b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess outstanding on account of dispute.
10. The Company is not having any accumulated losses at the end of the financial year & not incurred cash losses in the said financial year & incurred cash losses in immediately preceding the said financial year;
11. The company has not taken any loan from financial institution or Bank, hence clause of default in repayment of dues to the said parties is not applicable.
12. In our opinion and according to the information & explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund / society. Therefore, the provisions of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In our opinion, the company has maintained proper records of the transactions and contracts relating to dealing in shares and other investments and timely

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entries have been made there in. Further the investments specified are held in their own name.

15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loans during the year.
17. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, the company has not used the funds borrowed on short term basis for long-term investment and vice versa.
18. During the year Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the years, nor did it have any outstanding debentures at the beginning of the year.
20. The Company has not raised any money through a public issue during the year.
21. Best on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such case by the Management.

FOR K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS
F.R.No. 105310W

PRAKASH CHECHANI
(PARTNER)
M.No. 104203

PLACE: MUMBAI
DATED: 30.05.2013

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

(Rs.)

| Particulars | Note No. | AS AT 31.03.2013 | AS AT 31.03.2012 |
|--|----------------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 29,670,000 | 29,670,000 |
| (b) Reserves and Surplus | 3 | 46,693,712 | 46,575,959 |
| (2) Share application money pending allotment | | - | - |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | | - | - |
| (b) Deferred tax liabilities (Net) | 4 | 63,879 | 39,647 |
| (c) Other Long term liabilities | | - | - |
| (d) Long term provisions | | 63,879 | 39,647 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | | - | - |
| (b) Trade payables | 5 | - | 1,583 |
| (c) Other current liabilities | 6 | 2,523,983 | 2,497,258 |
| (d) Short-term provisions | 7 | 15,727 | 15,200 |
| Total | | 78,967,300 | 78,799,647 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 8 | 2,581,238 | 3,003,162 |
| (ii) Intangible assets | | - | - |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | 2,581,238 | 3,003,162 |
| (b) Non-current investments | 9 | 70,342,225 | 67,571,510 |
| (c) Deferred tax assets (net) | | - | - |
| (d) Long term loans and advances | | - | - |
| (e) Other non-current assets | 10 | 4,030,537 | 4,033,234 |
| (2) Current assets | | | |
| (a) Current investments | | - | - |
| (b) Inventories | | - | - |
| (c) Trade receivables | 11 | 535,290 | 779,084 |
| (d) Cash and cash equivalents | 12 | 1,122,766 | 3,081,122 |
| (e) Short-term loans and advances | | - | - |
| (f) Other current assets | 13 | 355,244 | 331,535 |
| Total | | 78,967,300 | 78,799,647 |
| <u>Notes on Financial Statements</u> | 1 to 29 | | |

Notes on Financial Statements

(0)

-

As per our report of even date
For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

For and on Behalf of the Board of Directors

Prakash Chechani
(Partner)

Minesh Modi
(Whole Time Director)

Place : Mumbai
Date : 30/05/2013

Rupa M. Modi
(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Rs.)

| Particulars | Note No. | AS AT 31.03.2013 | AS AT 31.03.2012 |
|---|----------|---------------------|---------------------|
| I. Revenue from operations | 14 | 5,082,632 | 6,460,290 |
| II. Other Income | 15 | 1,348,116 | 1,737,042 |
| Total Revenue | | 6,430,748 | 8,197,332 |
| III. Expenses: | | | |
| Cost of materials consumed | 16 | 654,749 | 705,712 |
| Purchase of Stock-in-Trade | | - | - |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | - | - |
| Employee benefit expense | 17 | 2,356,667 | 2,575,998 |
| Financial costs | | - | - |
| Depreciation and amortization expense | 18 | 421,924 | 1,050,855 |
| Other expenses | 19 | 2,855,423 | 2,671,907 |
| Total Expenses | | 6,288,763 | 7,004,472 |
| IV. Profit before exceptional and extraordinary items and tax | | 141,985 | 1,192,860 |
| V. Exceptional Items | | - | - |
| VI. Profit before extraordinary items and tax | | 141,985 | 1,192,860 |
| VII. Extraordinary Items | | - | - |
| VIII. Profit before tax | | 141,985 | 1,192,860 |
| IX. Tax expense: | | | |
| (1) Current tax | | - | 11,095 |
| (2) Deferred tax | | 24,232 | (122,734) |
| X. Profit(Loss) from the period from continuing operations | | 117,753 | 1,304,499 |
| XI. Profit/(Loss) from discontinuing operations | | - | - |
| XII. Tax expense of discounting operations | | - | - |
| XIII. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XIV. Profit/(Loss) for the period | | 117,753 | 1,304,499 |
| XV. Earning per equity share: | | | |
| (1) Basic | | 0.004 | 0.04 |
| (2) Diluted | | 0.004 | 0.04 |
| <u>Notes on Financial Statements</u> | 1 to 29 | | |

As per our report of even date attached
For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)

Place : Mumbai
Date : 30/05/2013

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Rs.)

| Particulars | YEAR ENDED | |
|---|--------------------|---------------------|
| | 31.03.2013 | 31.03.2012 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax and Extraordinary Items | 141,985 | 1,192,860 |
| Adjustments for : | | |
| Profit on sale of Investments | (927,042) | (1,367,036) |
| Amortisation of Expenses | - | 543,765 |
| Depreciation | 421,924 | 507,090 |
| Dividend & Interest Received | (421,073) | (370,006) |
| Operating Profit before working capital changes | (784,207) | 506,673 |
| Adjustments for : | | |
| Trade & other Receivables | 80,283 | 24,846,624 |
| Trade payables | 25,669 | 2,211,742 |
| Cash generated from operations | (678,255) | 27,565,039 |
| Direct taxes paid | (142,499) | (368,816) |
| Cash flow before extraordinary items | (535,756) | 27,933,855 |
| NET CASH (USED IN) / FROM OPERATING ACTIVITIES | (535,756) | 27,933,855 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Addition to Fixed Assets(net) | - | (26,092,520) |
| Preliminary expenses | - | (518,000) |
| Dividend & Interest Received | 421,073 | 370,006 |
| Purchase of Investments (Net) | 1,843,673 | (512,648) |
| NET CASH FROM INVESTING ACTIVITIES | (1,422,600) | (25,727,866) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Issue of Share Capital (net of issue expenses) | - | - |
| Dividend paid | - | - |
| Tax on Dividend Paid | - | - |
| NET CASH FROM FINANCING ACTIVITIES | - | - |
| NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | (1,958,356) | 2,205,989 |
| Cash & Cash equivalents - Opening Balance | 3,081,122 | 875,133 |
| Cash & Cash equivalents - Closing Balance | 1,122,766 | 3,081,122 |
| NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | (1,958,356) | 2,205,989 |
| This is the Cash Flow referred to in our report of even date | | |

As per our report attached of even date

For K. U. Kothari & Co.

Chartered Accountants

Firm Reg. No : 105310W

Prakash Chechani
(Partner)

Place : Mumbai

Date : 30/05/2013

For and on Behalf of the Board of Directors

Minesh Modi

(Whole Time Director)

Rupa M. Modi

(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements are prepared on the historical cost convention basis in accordance with the generally accepted accounting principles and the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

b) Revenue Recognition

Income and Expenditure are recognized and accounted on accrual basis.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Examples of such estimates include estimate of useful life of fixed assets. Actual result could differ from estimates.

d) Investments

Investments are valued at cost

e) Depreciation

Depreciation is provided on Straight Line Method at the rates prescribed in the Companies Act, 1956.

f) Fixed Assets

Fixed assets are stated at cost less depreciation. Cost includes taxes and duties

g) Foreign Currency

Transaction in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange likely to be realised from the resultant gain or loss is recognised in the Profit and Loss account to sales account.

h) Direct Taxes

Provision for Current Tax is made and retained in the accounts on the basis of tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date.

- l) The deferred tax liability has been accounted by using the tax rates announced in the Finance Bill, 2005 in accordance with Accounting Standard 22 issued by The Institute of Chartered accountant of India.

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

| | | (Rs.) |
|--|---------------------|---------------------|
| | AS AT 31.03.2013 | AS AT 31.03.2012 |
| 2 <u>SHARES CAPITAL</u> | | |
| AUTHORISED SHARES CAPITAL | | |
| 10,00,00,000 Equity Shares of Re.1/- | 10,00,00,000 | 10,00,00,000 |
| Total | 10,00,00,000 | 10,00,00,000 |
| ISSUED, SUBSCRIBED AND PAID UP | | |
| 2,96,70,000 Equity Shares of Re.1/- each fully paid up | 29,670,000 | 29,670,000 |
| Total | 29,670,000 | 29,670,000 |

Additional information :

- a) Terms/rights attached to equity Shares :
The Company has only one class of Share capital i.e. equity shares having face value of Rs 1/ per share. Each holder of equity shares is entitled to one vote per share.
- b) Shareholders holding more than 5% of equity shares as at the end of the year:

| | As at 31-03-2013 | | As at 31-03-2012 | |
|--------------------------------|------------------|----------------|------------------|----------------|
| Name of the shareholders | Number of shares | Shareholding % | Number of shares | Shareholding % |
| MINESH MODI | 8046581 | 27.12 | 8046581 | 27.12 |
| RUPA MODI | 6379540 | 21.50 | 6379540 | 21.50 |
| AUM SECURITIES PRIVATE LIMITED | 1577860 | 5.32 | 1577860 | 5.32 |

| | | (Rs) |
|--|---------------------|---------------------|
| | AS AT 31.03.2013 | AS AT 31.03.2012 |
| 3 <u>RESERVES & SURPLUS</u> | | |
| General Reserve | | |
| As per last year balance sheet | 1,179,808 | 1,179,808 |
| Add: Transferred during the year | - | 1,179,808 |
| Profit and Loss Account- Balance | | |
| As per last year balance sheet | 45,396,151 | 44,091,652 |
| Add: Profit / (Loss) During the year | 117,753 | 1,304,499 |
| Total | 46,693,712 | 46,575,959 |
| 4 <u>DEFERRED TAX LAIBILITY (NET)</u> | | |
| RELATED TO <u>FIXED ASSETS</u> | 159,916 | 167,697 |
| RELATED TO PRELIMINARY | (96,037) | (128,050) |
| Total | 63,879 | 39,647 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

| | | (Rs.) |
|---|---------------------|---------------------|
| | AS AT 31.03.2013 | AS AT 31.03.2012 |
| 5 <u>TRADE PAYABLE</u> | | |
| TRADE CREDITORS | - | 1,583 |
| Total | <u>-</u> | <u>1,583</u> |
| 6 <u>OTHER CURRENT LIABILITIES</u> | | |
| CREDITORS FOR EXPENSES & OTHER PAYABLE | 282,083 | 268,358 |
| CREDITORS FOR CAPITAL EXPENDITURE | 2,228,900 | 2,228,900 |
| ADVANCE FROM CUSTOMERS | 13,000 | - |
| Total | <u>2,523,983</u> | <u>2,497,258</u> |
| 7 <u>SHORT TERM PROVISIONS</u> | | |
| Other Provisions | 4,616 | 4,089 |
| Provision For Income Tax | 11,111 | 11,111 |
| Total | <u>15,727</u> | <u>15,200</u> |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

(Rs)

| Name of Asset | Gross Block | | | Depreciation | | | Net Block | |
|----------------------|-------------------|-----------------------------|-----------------------------|-------------------|-------------------|-----------------|-------------------|-------------------|
| | As on 01.04.12 | Additions During Year | Deletions During Year | As on 31.03.13 | As on 01.04.12 | For the Year | As on 31.03.13 | As at 31.03.12 |
| Computers | 944,017 | - | - | 944,017 | 727,285 | 46,550 | 170,182 | 216,732 |
| Office Equipments | 30,550 | - | - | 30,550 | 8,981 | 1,452 | 20,117 | 21,569 |
| Air conditioner | 258,504 | - | - | 258,504 | 82,520 | 12,278 | 163,706 | 175,984 |
| Furniture & Fixtures | 293,594 | - | - | 293,594 | 159,232 | 18,583 | 115,779 | 134,362 |
| Motor Car | 3,611,170 | - | - | 3,611,170 | 1,156,655 | 343,061 | 2,111,454 | 2,454,515 |
| TOTAL | 5,137,835 | - | - | 5,137,835 | 2,134,673 | 421,924 | 2,581,238 | 3,003,162 |
| Previous Year | 5,137,835 | - | - | 5,137,835 | 1,627,583 | 507,090 | 3,003,162 | 3,510,252 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

9 NON CURRENT INVESTMENTS

A Traded Non Current Investments (Quoted & Fully paid Equity Shares) at Cost

| Name of the Company | As at 31.03.13 Quantity | As at 31.03.13 Rs. | As at 31.03.12 Quantity | As at 31.03.12 Rs. |
|---------------------------------------|-------------------------------|--------------------------|-------------------------------|--------------------------|
| ANANT RAJ LTD | 4,000 | 250,907 | 2,000 | 149,149 |
| BIOCON LTD | 2,500 | 723,642 | - | - |
| CENTRAL BANK OF INDIA LTD | 8,000 | 1,251,061 | 7,900 | 1,240,931 |
| CENTURY INKA LTD | - | - | 19,949 | 2,989,167 |
| DECCAN CHRONICLE HOLDINGS LTD | 23,000 | 1,036,218 | 8,000 | 664,664 |
| DENA BANK LTD | 7,000 | 645,345 | - | - |
| DIVIS LAB LTD | 1,650 | 1,769,941 | - | - |
| GANESH HOUSING CORPORATION LTD | - | - | 3,000 | 460,445 |
| HINDUSTAN PETROLEUM LTD | 1,500 | 534,893 | 2,000 | 706,424 |
| HDFC WARRANT LTD | - | - | 14,800 | 1,862,313 |
| INDIA BULLS LTD | 9,000 | 2,489,787 | - | - |
| MAHINDRA LIFESPACE DEVELOPERS LTD | 1,000 | 375,364 | 1,000 | 375,364 |
| MAHINDRA HOLIDAYS & RESORTS INDIA LTD | 2,000 | 614,819 | - | - |
| MONEY MATTER FINANCIAL SERVICES LTD | 15,000 | 1,806,836.24 | - | - |
| NMDC LTD | 2,000 | 271,590.44 | - | - |
| POWER TRDG CORP LTD | 59,000 | 4,392,046 | 34,000 | 2,745,144 |
| PTC INDIA FINANCIAL SERVICES LTD | 90,000 | 1,326,184 | - | - |
| PRESTIGE ESTATE PROJECTS LTD | - | - | 2,150 | 326,743 |
| RELIANCE CAPITAL LTD. | 1,500 | 2,616,187 | 1,500 | 2,616,187 |
| SANGHVI MOVERS LTD | 10,000 | 1,363,571 | 10,000 | 1,363,571 |
| SATYAM COMPUTER LTD | 16,000 | 1,603,887 | 16,000 | 1,603,887 |
| STERLING HOLIDAYS RESORTS LTD | 4,000 | 337,061 | - | - |
| TV 18 BROADCAST LTD | 40,000 | 1,260,064 | - | - |
| Total Traded Investments (A) | 297,150 | 24,669,402 | 122,299 | 17,103,990 |

Market Value of Traded quoted investments Rs 1,88,45,175/- (Previous Year Rs 1,11,49,796/-)

B Other Investments

| | | | | |
|--|---------|------------|---------|------------|
| Joint share in Trust (Business Excellence Trust) | - | 19,580,303 | - | 24,375,000 |
| Office Premises 302 | - | 7,752,440 | - | 7,752,440 |
| Office Premises 304 | - | 6,421,450 | - | 6,421,450 |
| Office Premises 404 | - | 6,985,140 | - | 6,985,140 |
| Office Premises 405 | - | 4,933,490 | - | 4,933,490 |
| Total other Investments (B) | - | 45,672,823 | - | 50,467,520 |
| Total (A+B) | 297,150 | 70,342,225 | 122,299 | 67,571,510 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

| | | (Rs.) |
|----|---|---------------------|
| | AS AT 31.03.2013 | AS AT 31.03.2012 |
| 10 | <u>OTHER NON CURRENT ASSETS</u> | |
| | Lease Deposits | 4,000,000 |
| | Other Deposits | 30,537 |
| | Total | 4,030,537 |
| 11 | <u>TRADE RECEIVABLES</u> | |
| | Over six months | 251,104 |
| | Others | 284,186 |
| | Total | 535,290 |
| 12 | <u>CASH & CASH EQUIVALENTS</u> | |
| | Cash on Hand | 128,777 |
| | Bank balance with schedule Banks | |
| | On Current Account | 921,971 |
| | On Deposit Account | 72,018 |
| | Total | 1,122,766 |
| 13 | <u>OTHER CURRENT ASSETS</u> | |
| | Advance Income Tax & Tds | 170,378 |
| | Other Advances | 184,866 |
| | Total | 355,244 |
| 14 | <u>REVENUE FROM OPERATIONS</u> | |
| | Advertisement Income | 4,029,650 |
| | Subscription Income | 18,200 |
| | Website & Internet Promotion | 1,034,782 |
| | Total | 5,082,632 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

| | (Rs.) AS AT 31.03.2013 | (Rs.) AS AT 31.03.2012 |
|--|------------------------------|------------------------------|
| 15 <u>OTHER INCOME</u> | | |
| Dividend from Current & Non Current investment | 386,471 | 335,480 |
| Interest on Current Investment | 8,266 | 6,154 |
| Others Interest | 26,336 | 28,372 |
| Joint Share of Benificary from business excellence Trust | (3,186,141) | 3,186,141 |
| Net Gain & Loss on Sale of Investment | | |
| From Long term Investment | 3,557,731 | (1,912,063) |
| From Current Investment | 555,452 | 92,957 |
| Total | 1,348,116 | 1,737,042 |
| 16 <u>COST OF MATERIAL CONSUMED</u> | | |
| Paper Consumption | 636,057 | 691,868 |
| Packing Material | 18,692 | 13,844 |
| Total | 654,749 | 705,712 |
| 17 <u>EMPLOYEE BENEFIT EXPENSES</u> | | |
| Salary | 1,756,667 | 1,975,998 |
| Directors Remuneration | 600,000 | 600,000 |
| Total | 2,356,667 | 2,575,998 |
| 18 <u>DEPRECIATION AND AMORTIZATION EXPENSES</u> | | |
| Deprecition | 421,924 | 507,090 |
| Preliminary Expenses Written Off | - | 543,765 |
| Total | 421,924 | 1,050,855 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

| | AS AT 31.03.2013 | (Rs.) AS AT 31.03.2012 |
|--|---------------------|------------------------------|
| 19 <u>OTHER EXPENSES</u> | | |
| Advertisement Expenses | 83,514 | 59,553 |
| Bank charges | 10,987 | 4,036 |
| Baddebts | 15,000 | - |
| Business Excellence Fund (Expenses) | 514,592 | - |
| Business Promotion Expense | 31,360 | 17,600 |
| Discount/Rate Difference | 11,796 | 7,000 |
| Electricity Expenses | 65,563 | 63,081 |
| Insurance | 30,214 | 33,054 |
| Internet Expenses | 20,039 | 25,801 |
| Job Charges | 591,086 | 639,965 |
| Listing & Other Fees | 80,875 | 92,699 |
| Misc /Office Expense | 26,225 | 38,216 |
| Motor Car Expenses | 328,136 | 50,648 |
| Municipal Taxes & Society Charges | 52,384 | 81,324 |
| Payment to Auditors | 60,113 | 60,113 |
| Postage & Courier Expense | 308,500 | 294,245 |
| Printing & Stationery | 14,566 | 56,281 |
| Professional Fees | 141,066 | 213,843 |
| Repair & Maintenance | 12,602 | - |
| Service charges Paid | - | 76,000 |
| Share Dealing Expenses & Demate Charge | 28,038 | 18,130 |
| Share Of Tax (Beneficiary) | - | 262,303 |
| Staff welfare | 20,930 | 17,379 |
| Transportation charges | 2,100 | - |
| Telephone Expense | 27,873 | 40,760 |
| Travelling & Conveyance Expenses | 36,964 | 19,274 |
| Website Expense | 340,900 | 500,602 |
| Total | 2,855,423 | 2,671,907 |

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

20) Contingent liabilities not provides for :

Income tax demand & disputes pending before appellate authorities Rs. Nil
(Previous Year Rs. Nil-)

21) Related party disclosures (as identified by the Management) as required by Accounting Standard 18 are given below:

a) Names of related parties and description of relationship.

(i) Key Management Personnel & their relatives

(1) Mr. Minesh V. Modi Director Whole time director

(2) Ms. Rupa M. Modi Director Executive Director

(ii) Relative of Key Management Personnel :- Nil

(iii) Other related parties where common control exists

(1) Aditya Fincap Private Limited.

b) Related party transactions.

| Nature of Transaction | Key Management Personnel Rs. | Relative of Key Management Personnel Rs. | Other related party with common control Rs. |
|------------------------|----------------------------------|---|--|
| Lease Deposit | 40,00,000 (P. Y. 40,00,000/-) | Nil (P. Y. Nil) | Nil (P. Y. Nil) |
| Director' Remuneration | 6,00,000/- (P. Y. 6,00,000/-) | Nil (P. Y. Nil) | Nil (P. Y. Nil) |

22) Earning per share :

| | 2012-13 (Rs) | 2011-12 (Rs) |
|---|-----------------|-----------------|
| Profit after tax (Numerator used for calculation) | 117753 | 1304499 |
| Weighted Avg. No. of shares (Denominator used for calculation) | 29670000 | 29670000 |
| Basic & diluted earning per share | 0.004 | 0.04 |

NETLINK SOLUTIONS (INDIA) LIMITED

23) Segment Reporting :

a) Information about Business Segment (for the year 2012-13) :

(Rs. In lakhs)

| Particulars | Software Development | Info Media | Treasury | Total |
|-------------------------------------|----------------------|------------|----------|--------|
| REVENUE | | | | |
| Total Revenue | 10.35 | 40.48 | 13.48 | 64.31 |
| RESULTS | | | | |
| Profit / (loss) before tax | 0.71 | 12.93 | 8.06 | 21.70 |
| Less: Unallocated Exp. | | | | 20.28 |
| Total Profit before Tax | | | | 1.42 |
| Provision for Tax | | | | |
| Current | | | | - |
| Deferred | | | | 0.24 |
| Short provision for tax | | | | - |
| Profit for the year After Tax | | | | 1.18 |
| OTHER INFORMATION | | | | |
| Capital Employed | 3.17 | 9.12 | 685.06 | 697.35 |
| (Segment Asset-Segment Liabilities) | | | | |
| Unallocated | | | | 66.29 |
| Total | | | | 763.64 |

b) Information about Business Segments (for the year 2011-12) :

(Rs. In lakhs)

| Particulars | Software Development | Info Media | Treasury | Total |
|-------------------------------------|----------------------|------------|----------|--------|
| REVENUE | | | | |
| Total Revenue | 15.56 | 49.04 | 17.37 | 81.97 |
| RESULTS | | | | |
| Profit / (loss) before tax | (0.53) | 21.44 | 14.55 | 35.46 |
| Less: Unallocated Exp. | | | | 23.54 |
| Total Profit before Tax | | | | 11.92 |
| Provision for Tax | | | | |
| Current | | | | 0.00 |
| Deferred | | | | (1.23) |
| Short provision for tax | | | | 0.11 |
| Profit for the year After Tax | | | | 13.04 |
| OTHER INFORMATION | | | | |
| Capital Employed | 3.56 | 8.26 | 681.19 | 693.01 |
| (Segment Asset-Segment Liabilities) | | | | |
| Unallocated | | | | 69.45 |
| Total | | | | 762.46 |

Geographical Segment :

The company operates in a single Geographical Segment, as all the establishments of the company are located in India only.

NETLINK SOLUTIONS (INDIA) LIMITED

24) Additional Information pursuant to para 3, and 4D of part II or Schedule VI the Companies Act 1956 :

| (i) Quantitative Details : | | Current Year | | Previous Year | |
|---|-------|--------------|-------|---------------|--|
| Finished Goods (Magazines) | Qty | Rs. | Qty | Rs. | |
| Manufactured | | | | | |
| Magazines & Show Directory | 20000 | - | 22000 | - | |
| Sale | | | | | |
| Magazines & Show Directory | 20000 | 18200 | 22000 | 26840 | |
| (Sale qty includes magazine distributed free of cost) | | | | | |

(ii) Consumption of Raw materials (all Indigenous)

| | | | | |
|----------------------|-------------|---------------|-------------|---------------|
| ART Card (Magazine) | 6950(Sheet) | 64306 | 7200(Sheet) | 54541 |
| Art Paper (Magazine) | 289 (Rms) | 571751 | 379 (Rms) | 637327 |
| Total (For Magazine) | | 636057 | | 691868 |

| | | |
|-----------------------------------|---------|---------|
| 25) Earning in foreign Exchange : | 2012-13 | 2011-12 |
| | (Rs) | (Rs) |
| Website & Internet Promotion | 154932 | 528814 |
| Advertisement Income | 181869 | 326214 |

| | | |
|---------------------------------------|--------|--------|
| 26) Expenditure in foreign Exchange : | | |
| Website & internet Exp. | 340900 | 500602 |

27) None of the directors and/or employees are receiving salary either for part of the year or for the full year in excess of limit prescribed u/s. 217 (2A) of the Companies Act.

| | | |
|-----------|--------------------|---------|
| Rupa Modi | Executive Director | 600,000 |
|-----------|--------------------|---------|

| | | |
|--------------------------------------|--------------|--------------|
| 28) Auditors Remuneration includes : | 2012-13 | 2011-12 |
| Statutory Audit Fees | 36000 | 36000 |
| Tax Audit Fees | - | 12000 |
| Tax Matters | 17500 | 5500 |
| Service Tax | 6613 | 6613 |
| | <u>60113</u> | <u>60113</u> |

29) The figures for the previous year have been regrouped, rearranged, wherever necessary, so as to make them comparable with those for the current year.

As per our report of even date

For K. U. Kothari & Co.

Chartered Accountants

FRN No. 105310W

For and on behalf of the Board

PRAKASH CHECHANI

(Partner)

Membership No. 104203

Place : Mumbai

Date : 30.05.2013

Director

Director

NETLINK SOLUTIONS (INDIA) LIMITED

11) Additional information as required under Part IV of Schedule VI of the Companies Act, 1956.

Balance Sheet abstract and Company's General Business Profile

I. Registration Details

| | |
|--------------------|----------------|
| Registration No. | 34789 |
| State Code | 11 |
| Balance Sheet Date | March 31, 2012 |

II. Capital raised during the year

| | |
|-------------------|---|
| Public Issue | - |
| Rights Issue | - |
| Bonus Issue | - |
| Private Placement | - |

III. Position of mobilisation and deployed of funds

| | |
|-------------------|----------|
| Total Liabilities | 78799647 |
| Total Assets | 78799647 |

A Sources of Funds

| | |
|--------------------|----------|
| Paid -up Capital | 29670000 |
| Reserves & Surplus | 46575959 |
| Secured Loans | - |
| Unsecured Loans | - |
| Deferred Taxes | 39647 |

B Application of Funds

| | |
|---------------------------|----------|
| Net Fixed Assets | 3003162 |
| Investment | 67571510 |
| Net Current Assets | 1677700 |
| Miscellaneous Expenditure | 0 |
| Accumulated Losses | - |

IV. Performance of the Company

| | |
|-------------------------|---------|
| Total Income | 8197332 |
| Total Expenditure | 7004472 |
| Profit before tax | 1192860 |
| Profit after tax | 1304499 |
| Earning Per Share (Rs.) | 0.04 |
| Dividend Rate | - |
| Dividend, if any : | |
| On Preference Shares : | - |
| On Equity Shares : | - |

V. Generic Names of Principal products

Computer Software Website
designing & Infomedia.

Item code No. (ITC Code) : -

For **K. U. Kothari & Co.**
Chartered Accountants

For and on Behalf of the Board of Directors

Prakash Chechani
(Partner)
FIRM REG. NO. : 105310W

Minesh Modi
(Whole Time Director)

Place : Mumbai
Date : 25.05.2012

Rupa M. Modi
(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

Registered Office : 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400 053.

ATTENDANCE SLIP

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I, hereby, record my presence at the 28th Annual General Meeting of the company to be held on Monday, September 30, 2013 at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053 at 9.30 a.m.

Folio No : _____

No. of shares held _____

Full name of the member / proxy : _____

Signature

———— Please cut here and bring the above attendance slip at the meeting ————

NETLINK SOLUTIONS (INDIA) LIMITED

Registered Office : 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400 053.

PROXY FORM

I / We _____ of _____ in the district of _____ being a member/members of the above named company, hereby appoint _____ of or failing him _____ of _____ in the district of _____ as my/our Proxy to vote for me/us on my/our behalf at the 28th Annual General Meeting of the company to be held on Monday, 30th September, 2013 at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053 at 9.30 a.m.

Signed this _____ day of _____ 2013

15 Paise
Revenue
Stamp

Signature _____

Note : This form duly completed and signed should be deposited at the Registered Office of the company not later than 48 hours before the time of the meeting.



NETLINK SOLUTIONS (INDIA) LIMITED

28th ANNUAL REPORT

2012-2013



BOOK - POST

TO,

If undelivered, please return to:
NETLINK SOLUTIONS (INDIA) LIMITED
507, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road, Andheri (W),
Mumbai – 400 053.



Netlink Solutions (India) Ltd.
507, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai - 400053, India.
Tel : 91-22-2633 5583, 2633 5584
91-22-2637 1422, 2637 1522
Fax : 91-22-2637 1746
E-mail : netlink@easy2source.com
Website : www.easy2source.com

October 1, 2013

The Department of Corporate Services
Bombay Stock Exchange Limited
Fort,
Mumbai - 400 001

Sub : Submission of Form - A and Acknowledged copy of BSE
pursuant to Clause 31 of Listing Agreement

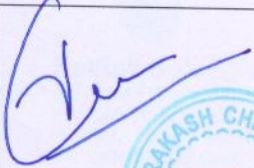

Dear Sir,

With reference to captioned subject, We submit herewith Form - A and submit that we have already submitted 6 copies of Annual Report on September 30, 2013, acknowledged copy of which enclosed herewith for your reference.

Form-A

| Sr. No | Description | Particulars | | | | | | | | | |
|--------|--|-----------------------------------|------|-------------|---|-----------------|---------------------|---|-----|-----|---|
| 1 | Name of the Company | Netlink Solutions (India) Limited | | | | | | | | | |
| 2 | Annual financial statements for the year Ended | 31 st March, 2013 | | | | | | | | | |
| 3 | Type of Audit observation | Unqualified | | | | | | | | | |
| 4 | Frequency of observation | N.A | | | | | | | | | |
| 5 | To be signed by | | | | | | | | | | |
| | <table><tr><th>Sr. No</th><th>Name</th><th>Designation</th></tr><tr><td>1</td><td>Mr. Minesh Modi</td><td>Whole Time Director</td></tr><tr><td>2</td><td>N.A</td><td>CFO</td></tr></table> | Sr. No | Name | Designation | 1 | Mr. Minesh Modi | Whole Time Director | 2 | N.A | CFO | <p>For Netlink Solutions (India) Ltd.</p> <p><i>Minesh Modi</i> ✓</p> <p>Director</p> |
| Sr. No | Name | Designation | | | | | | | | | |
| 1 | Mr. Minesh Modi | Whole Time Director | | | | | | | | | |
| 2 | N.A | CFO | | | | | | | | | |

Send by Professional courier services.
POD No. 314600929.

| | | | |
|---|--------------------|--------------------------|--|
| 3 | K. U. Kothari & Co | Auditor of the company |   |
| 4 | N.A. | Audit Committee Chairman | |

Kindly take the above documents on records and do the needful.

Encl: A/a.