



NETLINK SOLUTIONS (INDIA) LIMITED

30th ANNUAL REPORT

2014-2015



NETLINK SOLUTIONS (INDIA) LIMITED

30TH ANNUAL REPORT

<i>BOARD OF DIRECTORS</i>	MINESH V. MODI	Whole Time Director
	RUPA M. MODI	Executive Director & CFO* *(Appointed w.e.f. 1.10.2014)
	YOGESH B. GIRNARA	Director
	RAJENDRA S. LOKARE	Director
	PREMNATH T. MISHRA	Director
	ABHISHEK JAIN	Company Secretary (30.09.2014 to 28.05.2015)

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

NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Wednesday, September 30, 2015 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 consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Minesh Modi who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration.

“**RESOLVED** that pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Twenty Ninth Annual General Meeting, the Company hereby ratifies the appointment of M/s. K U Kothari & Co., Chartered Accountants (ICAI Firm Registration Number 105310W) as Auditors of the Company to hold office until the conclusion of the Thirty-Second Annual General Meeting of the Company to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

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

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mrs. Rupa Minesh Modi (holding DIN 00378383) as Chief Financial Officer (CFO) of the Company w.e.f 1st October, 2014 and to be designated as Executive Director & CFO and shall be a Key Managerial Personnel of the Company on the same terms and conditions including remuneration as Mrs. Modi was receiving as an Executive Director, i.e., no additional remuneration and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mrs. Modi.”

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

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“RESOLVED that pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Regulations contained in the Articles of Association submitted to this Meeting, be approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6. 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 13, 61(1)(b) and 64 of the Companies Act, 2013, read with The Companies (Share Capital and Debentures) Rules 2014, and all other applicable provisions, if any, of the Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and also subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, (including SEBI and Stock Exchanges) and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any duly constituted and authorized committee thereof), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to consolidate every 10 (Ten) existing equity shares of nominal face value of Re. 1/- (Rupee One Only) each fully paid up into 1 (One) Equity Share of nominal face value of Rs. 10/- (Rupees Ten Only) each fully paid-up and fix a record date for the purpose.

RESOLVED FURTHER THAT pursuant to the consolidation of the equity shares of the Company, the issued, subscribed and paid up equity shares of face value of Re. 1/- (Rupee One) each, shall stand consolidated into equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up.

RESOLVED FURTHER THAT upon consolidation of 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each into One Equity Share of Rs. 10/- (Rupees Ten Only) each the Board shall not issue any fractional shares / certificates. However, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders and the details of such fractional equity shareholders will be provided to the Trustee(s) so as to enable the Trustee(s) to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable Rules, 2014, Clause (V) of the Memorandum of Association of the Company be and is hereby amended to incorporate therein the effect of the consolidation of shares from nominal value of Re. 1/- per share to Rs. 10/- per share.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and execute all such documents, instruments and writings as may be required in the said connection.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of its powers conferred by this resolution to any director or directors or any other officer or officers of the Company and to do all such acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient, desirable, usual or proper including forming of a Trustee(s), fixing record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, Reserve Bank of India and / or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to authorize the Trustee / Trustees to take delivery of fractional shares and to sell such fractional shares transferred to him / her and also to settle any questions or difficulties that may arise in regard to issue, allotment and execute such documents as the Board may deem fit in this regard"

By Order of the Board

Rupa Modi
Executive Director & CFO
DIN NO: 00378383

Address:

A/83, Vishnu Baug, 137, S V Road, Andheri West, Mumbai - 400058.
CIN : L45200MH1984PLC034789
e-mail : netlink@easy2source.com,
Website : www.nsil.co.in
Tel. : +91 22 26335583/84 / Fax : +91 22 26371746

Place: Mumbai
Date: 25.08.2015

Notes:

- A. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item Nos. 4, 5 and 6 is also annexed hereto.
- B. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- C. 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.
- D. 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 Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- E. The Company's Registrar and Transfer Agents for its Share Registry Work are Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
- F. The Register of Members and Transfer Books of the Company will be closed from September 26, 2015 to September 30, 2015 (both days inclusive).

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- G. Under the Companies Act, 1956 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. closing balance of unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2008 would be transferred after the due date, i.e., October 2, 2015 to IEPF and. No claim lies against the Company in respect thereof, once it is transferred.

Members who have not encashed the dividend warrants so far in respect of the aforesaid period, are requested to make their claim to Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 well in advance of the above due date. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

- H. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Adroit Corporate Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- I. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2014-15 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form)
- J. Members are requested to:
- (a) intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
 - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
 - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- K. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- L. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- M. Mr. Mukesh Siroya, Practicing Company Secretary (Membership No. F5682) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- N. PROCEDURE FOR REMOTE E-VOTING
- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 30th Annual General Meeting (AGM). The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facility.

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- II. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions:

- A. In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:
- (i) Open e-mail and open the PDF file 'Netlink e-voting.pdf' attached to the e-mail, using your Client ID/ Folio No. as password.
The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting – Active Voting Cycles.
 - (vii) Select 'EVEN' (E-voting Event Number) of Netlink Solutions (India) Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer.siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:
- (i) EVEN, User ID and Initial Password/PIN will be provided at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.
 - (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and 'e-voting user manual' for Shareholder available at the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990. In case of any grievance(s) in connection with voting by electronic means, you may send an e-mail to netlink@easytosource.com or info@adroitcorporate.com.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

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- (v) The e-voting period commences on Saturday, September 26, 2015 (9:00 a.m. IST) and ends on Tuesday, September 29, 2015 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 23, 2015, may cast their vote electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked. The Company has opted to provide the same electronic voting system at the AGM, as used during remote e-voting and the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the Members holding shares as on the cut-off date, attending the AGM and who have not already cast their vote through 'remote e-voting'. Members who have cast their vote through 'remote e-voting' may also attend the meeting but shall not be entitled to cast their vote again.
- (vi) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Wednesday, September 23, 2015, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- (vii) Members of the Company who acquire shares after the dispatch of the Notice and hold shares as on the cut-off date i.e. September 23, 2015, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or netlink@easy2source.com. However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/ Password' option available on www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800-222-990.
- (viii) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <http://www.nsdl.co.in> and the website of NSDL: <https://www.evoting.nsdl.com> immediately after the result is declared by the Whole Time Director and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.
- (ix) The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is that it is 'Near to Laxmi Industrial Estate'.

By Order of the Board

Rupa Modi
Executive Director & CFO
DIN NO: 00378383

Address:

A/83, Vishnu Baug, 137, S V Road, Andheri West, Mumbai - 400058.

CIN : L45200MH1984PLC034789

e-mail : netlink@easy2source.com,

Website : www.nsdl.co.in

Tel. : +91 22 26335583/84 / Fax : +91 22 26371746

Place: Mumbai

Date: 25.08.2015

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company or every other public company having paid up share capital of Rs. 10 Crores or more are required to (i) appoint Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director; (ii) Company secretary and (iii) Chief Financial Officer. In view of compliance of the provisions of the Companies Act, 2013 Mrs. Rupa Modi was appointed by the Board of Directors as Chief Financial Officer of the Company w.e.f 1st October, 2014 to be designated as Executive Director & CFO of the Company. Mrs. Modi will not be entitled to any additional remuneration over and above the remuneration she is getting as Executive Director.

Mrs. Modi has rich experience in the fields of finance and general business management.

Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Except Mr. Minesh Modi, Whole Time Director of the Company being relative of Mrs. Rupa Modi and Mrs. Modi herself.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The Articles of Association (AoA) of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1913 and further amendments were made, from time to time, over the past several years. The existing AoA are based on the Companies Act, 1956 and as such several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Moreover, some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). The Act is now in force (barring certain provisions). As substantive sections of the Act which deal with the general working of companies stand notified, several regulations of the existing AoA of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles to make it consistent with the provisions of the Act including the Rules framed thereunder.

The new AoA to be substituted in place of the existing AoA are largely based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Existing articles have been streamlined and aligned with the Act;
- (b) New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to Manager and Company Secretary;
- (c) The statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

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- (d) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed draft AoA is being uploaded on the Company's website at www.nsil.co.in for perusal by the Members and is also available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company situated as well as during the AGM at the venue thereof.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval of Members.

Item No. 6

The Board of your Company has proposed to reorganize the Capital Structure of your Company by consolidating the nominal face value of Equity Shares from existing Re. 1/- (Rupee One Only) Each to Rs. 10/- (Rupees Ten Only) each.

The existing Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) comprising 10,00,00,000/- (Ten Crore) Equity Shares of Re. 1/- (Rupee One only) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 2,96,70,000/- (Rupees Two Crores Ninety Six Lacs Seventy Thousand only) divided into 2,96,70,000 (Two Crores Ninety Six Lacs Seventy Thousand) Equity Shares of the Nominal value of Re. 1/- (Rupee One only) each fully paid-up.

It is proposed to re-organize the Authorized Share Capital as well as Issued, Subscribed and Paid-up Share Capital of the Company by consolidating the Equity Shares of the Nominal value of Re. 1/- (Rupee One Only) each into the Nominal value of Rs. 10/- (Rupees Ten Only) each.

Accordingly, the Authorized Share Capital of the Company will be consolidated into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-up Share Capital, for the purpose of consolidation of Equity Shares, will also be consolidated into 29,67,000 (Twenty Nine Lac Sixty Seven Thousand) Equity Shares of the Nominal value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

The Board is of the view that the aforesaid restructuring would help the Company to give a better picture of earning per share to the equity shareholders of the Company.

In addition, many Brokerage houses, Financial Institutions and Institutional Investors are not inclined to invest in low-priced stocks. The Board believes that the Reverse Stock Split should make the Company's Share more attractive to a broader range of institutional and other investors, as the Board has been advised that the current market price of the Company's Share may affect its acceptability to certain institutional investors, professional investors and other members of the investing public.

While the Reverse Stock Split is intended to increase the per share market price of the Company's common stock, other factors, such as the Company's financial results, market conditions and the market's perception of the

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Company's business, may adversely affect the market price of the Company's common stock. As a result, there can be no assurance that the Reverse Stock Split will result in the intended benefits described above, that the market price of the Company's common stock will increase following the Reverse Stock Split or that the market price of the Company's common stock will not decrease in the future.

The approval is sought to be given to the Board of Directors of the Company to fix record date and issue fresh Equity Shares of the denomination of Rs.10/- each to the members in place of existing Equity Shares of Re.1/- each. In case of members having fractional shares not divisible by 10, the same will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on the record date. The trustee(s) will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds from the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to effect the said matter.

Further subsequent to the consolidation of the Share Capital, under Section 13 and other applicable provisions of the Companies Act, 2013, the Clause V of the Memorandum of Association of the Company needs to be altered.

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,00,000 Equity Shares of Re.1/- (Rupee One Only) each. Subsequent to the consolidation of the Share Capital of the Company, the Authorized Share Capital of the Company will be Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into Rs. 1,00,00,000/- (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Thus as prescribed under Section 13 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

The Board of Directors recommends the ordinary resolution set out in at the item No. 6 of the accompanying Notice for the approval of the members.

None of the Directors and any key managerial person and their relatives is considered to be concerned or interested in the aforesaid resolution.

By Order of the Board

Rupa Modi
Executive Director & CFO
DIN NO: 00378383

Address:

A/83, Vishnu Baug, 137,
S V Road, Andheri
West, Mumbai - 400058.
CIN : L45200MH1984PLC034789
e-mail : netlink@easy2source.com,
Website : www.nsil.co.in
Tel. : +91 22 26335583/84
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DIRECTORS' REPORT

Directors Report to the members

Your **Directors** present their Thirtieth report together with the Audited Financial Statement of your Company for the year ended 31st March, 2015.

Financial Highlights

Financial Performance	2014-15 Rs. (in Lakhs)	2013-14 Rs. (in Lakhs)
Total Income	203.81	65.66
Total Expenditure	65.75	59.19
Profit Before Depreciation and Tax	138.06	6.47
Less: Deprecation	7.02	4.23
Less: Provision for Tax and F.B.T. Incl. Deferred Tax Liability	(6.11)	-
Net Profit after Tax	137.15	2.24
Less :Short Provision for Tax	0.08	0.11
Balance Brought Forward	-	-
Amount available for Appropriation	137.07	2.13
Proposed Dividend	-	-
Tax on Dividend	-	-
Transfer to General Reserve	-	-
Surplus Carried Forward	137.07	2.13
Total Appropriation	Nil	Nil

Dividend

No Dividend was declared for the current financial year due to conservation of Profits.

Reserves

Out of the profits available for appropriation, no amount has been transferred to the General Reserve.

Transfer of unclaimed dividend to investor education and protection fund

In terms of provisions of Section 125 of the Companies Act, 2013, unclaimed / unpaid Dividend relating to the financial year 2007–2008 has already been transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

Operations/ State of the Company's Affairs

During the year the Total Income of the Company has been Rs. 203.81 Lacs as compared to previous year total of Rs. 65.66 Lacs. Our company has made Profit amounting to Rs 137.07 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. The Company proposes to venture back into the field of construction and development, which happens to be one of the main objects of the Company.

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Share Capital

During the year under the review there is no change in the Issued, Subscribed and Paid up Share Capital for the company.

Employee Stock Options Scheme

During the year under the review the company has not issued any Shares pursuant to the Employee Stock Options Scheme.

Holding Company / Subsidiary Company

During the year under the review the Company didn't have any Holding Company, Subsidiary, Associate and Joint Venture Company.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report are not applicable to the Company.

Corporate Governance

Provisions of the report on the Corporate Governance are not applicable to the Company.

Corporate Social Responsibility (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Directors and Key Managerial Personnel

During the year under review Mrs. Rupa Modi, Whole Time Director, was appointed as the Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f. 1st October, 2014.

Mr. Abhishek Jain was appointed as the Company Secretary of the Company w.e.f 30th September, 2014. Mr. Jain resigned as the Company Secretary w.e.f. 28th May, 2015.

Board Evaluation

Evaluation of every Director's performance was done by Nomination and Remuneration Committee. The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairperson of the Company was carried out by the Independent Directors. Evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity; attendance and adequacy of time given by the Directors to discharge their duties; Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on March 30, 2015 without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors were present at such meeting and at the Meeting they have:

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

NETLINK SOLUTIONS (INDIA) LIMITED

The Present Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. All the Directors effectively participate and interact in the Meeting. The information flow between the Company's Management and the Board is satisfactory.

Training of Independent Directors

The company shall provide suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

The Policy on the appointment of directors and senior management and policy on remuneration of directors, KMPs and employees are attached herewith and marked as **Annexure 1A, Annexure 1B**.

Declaration of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. A total of Eight Board Meetings were held during the year 2014-2015 on the following dates: May 7, 2014, May 30, 2014, July 15, 2014, July 30, 2014, September 30, 2014, October 31, 2014, February 14, 2015 and March 30, 2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors, based on the representations received from the operating management and after due enquiry, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and 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 at the end of the financial year 31st March, 2015 and of the profit of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis; and
- (e) they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Internal Financial Controls and their Adequacy

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

NETLINK SOLUTIONS (INDIA) LIMITED

Composition of Audit Committee

In compliance with the provisions of Section 177 of the Companies Act, 2013, the Company has constituted a Committee of the Board of Directors known as the Audit Committee which comprises of two independent Directors, namely Mr. Yogesh Girnara and Mr. Rajendra Lokare and one Executive Director Mr. Minesh Modi. Mr. Yogesh Girnara - Independent Director is the Chairman of the Committee. All members of the Audit Committee possess strong knowledge of accounting and financial management. Chief Financial Officer, the Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Company Secretary, during his tenure, is the Secretary to the Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective action taken by the management are presented to the Audit Committee. The Board has accepted all recommendations of the Audit Committee made from time to time.

Vigil mechanism / Whistle Blower Mechanism

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The Whistle Blower Policy of the Company is available at web link <http://www.nsil.co.in>

Risk Management

The Company has in place the procedure to inform the Board about the risk assessment and minimization procedures. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Audit Committee has been assigned the task of ensuring Risk Management, for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time. The Board periodically reviews implementation and monitoring of the risk management plan for the Company including identification therein of elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

Auditors

M/s. K U Kothari & Co., Chartered Accountants (ICAI Firm Registration Number 105310W), were re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 29th Annual General Meeting (AGM) held on September 30, 2014 until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of their appointment by the Members at every AGM held after the AGM held on September 30, 2014).

As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s. K U Kothari & Co., Chartered Accountants to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

The Members are requested to ratify the appointment of the Statutory Auditors as aforesaid and fix their remuneration.

The notes of the financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

NETLINK SOLUTIONS (INDIA) LIMITED

Secretarial Auditor

The Board has appointed M/s. M. Baldeva Associates, Practising Company Secretaries to conduct the secretarial audit for the financial year 2014-15. The Secretarial Audit report for the financial year ended March 31, 2015 is annexed herewith and marked as **Annexure 2** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

There was no loan advanced, guarantees given or security provided by the Company under Section 186 of the Companies Act, 2013 during the year under review. Particulars of investments made are provided in the financial statement (Please refer to Note no. 10 to the financial statement).

Contracts and Arrangements with Related Parties

All contracts/transactions, if any, executed by the Company during the financial year with related parties were on arm's length basis and in ordinary course of business. In the opinion of the Board there were no material contracts entered into by the Company and therefore the particular required in Form AOC 2 pursuant to Section 188 is not given.

Deposits, Loans and Advances

Your Company has not accepted any deposits from the public or its employees during the year under review.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished 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. 1,77,778
Foreign Exchange Outgo	:	Rs. 2,50,575

Employee Remuneration

No employee was in receipt of remuneration equal to or exceeding Rs. 60 lacs per annum, if employed for the full year or exceeding Rs.5 lacs per month if employed for part of the year.

Therefore, statement showing particulars of the employees as required under Section 197 (12) of the Companies Act 2013 read with the Rule 5 of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014 as amended, is not applicable.

The ratio of remuneration of each Director to the median employees' remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure 3**.

NETLINK SOLUTIONS (INDIA) LIMITED

Extract of Annual Return

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure 4** and forms part of this Report.

General

During the year under review, no revision was made in the financial statement of the Company.

There are no material changes and commitment affecting financial position of the company which have occurred between the end of the financial year of the Company ie 31st March, 2015, and the date of the Directors Report.

No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market since the listing of the Company's equity shares. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

Sexual Harrassment :

Your Director further state that during the year 2014-15, there we no complaints filed pursuant to the Sexual Harrassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

Cautionary statement:

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

Acknowledgment

The Directors would like to thank all shareholders, customers, bankers, contractors, suppliers and associates of your Company for the support received from them during the year. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

For and on behalf of the Board of Directors,

Minesh Modi
Chairman & Whole Time Director
DIN : 00378378
Add: 507, Laxmi Plaza,
Laxmi Industrial Estate,
Newlink Road, Andheri (W),
Mumbai – 400 053.

Rupa Modi
Executive Director & CFO
Din No: 00378383
Address: A/83, Vishnu Baug,
137, S V Road, Andheri (West),
Mumbai - 400 058.

Date : 25.08.2015
Place : Mumbai

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE 1A TO DIRECTORS REPORT

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING FOR ORDERLY SUCCESSION TO THE BOARD AND THE SENIOR MANAGEMENT

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

“**Board**” means Board of Directors of the Company.

“**Company**” means Netlink Solutions (India) Limited.

“**Committee(s)**” means Committees of the Board for the time being in force.

“**Employee**” means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

“**HR**” means the Human Resource department of the Company.

“**Key Managerial Personnel**” (KMP) refers to key managerial personnel as defined under the Companies Act, 2013 and includes:

- (i) Managing Director (MD), or Chief Executive Officer (CEO); or Manager; or Whole time Director (WTD)
- (ii) Chief Financial Officer (CFO); and
- (iii) Company Secretary (CS)

“**Nomination and Remuneration Committee**” (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

“**Senior Management**” means personnel of the Company who are members of its Core Management Team excluding Board of Directors comprising of all members of management one level below the executive directors including the functional heads.

I. APPOINTMENT OF DIRECTORS

The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and independence of director:

1. All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
2. Ability of the candidates to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making
3. Adherence to the Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Independent Directors

NETLINK SOLUTIONS (INDIA) LIMITED

Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Whole Time Director(s) will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act 2013 and Rules made there under.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down above.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Chairman & Managing Director based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

II. SUCCESSION PLANNING:

Purpose

The Talent Management Policy sets out the approach to the development and management of talent in the Netlink to ensure the implementation of the strategic business plans of the Company and the Management's Aspiration of being among the Top Companies in the business.

Board:

The successors for the Independent Directors shall be identified by the NRC atleast one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel:

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization.

NETLINK SOLUTIONS (INDIA) LIMITED

Policy Statement

The Talent Management framework of the Company has been created to address three basic issues:

- 1) Given the strategic business plans, do we have the skills and competencies required to implement them? If not, how do we create them – by developing them internally or through lateral induction from outside?
- 2) For critical positions, what is the succession pipeline?
- 3) What are the individual development plans for individuals both in the succession pipeline as well as others?

The framework lays down an architecture and processes to address these questions using the **3E** approach:

- a) **Experience** i.e. both long and short-term assignments. This has 70% weightage
- b) **Exposure** i.e. coaching and mentoring – 20% weightage
- c) **Education** i.e. learning and development initiatives – 10% weightage

Policy Governance

Policy Sponsor **Chairman of the Nomination & Remuneration Committee**

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE 1B to DIRECTORS REPORT

POLICY FOR REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Purpose

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in Netlink Solutions (India) Limited.

Policy Statement

We have a well-defined Compensation policy for Managing Director, Whole Time Director, Manager, Key Managerial Personnel and all employees, of the Company. The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Executive Directors:

The remuneration to Whole Time Directors and Executive Director(s) shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance.

Key Managerial Personnel (KMPs)

The terms of remuneration of Chief Financial Officer (CFO) and Company Secretary (CS) & other Key Management personnel, if any, shall be determined by the Nomination and Remuneration Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

NETLINK SOLUTIONS (INDIA) LIMITED

The remuneration to directors, KMPs 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.

Employees

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant Stock Options to the Employees and Directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme, if any, of the Company and subject to the compliance of the applicable statutes and regulations.

Policy Governance

Policy Sponsor Chairman of Nomination & Remuneration Committee

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE 2

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To,
The Members,
Netlink Solutions (India) Limited
507, LaxmiPlaza,Laxmi Industrial Estate,
New Link Road,Andheri (West),
Mumbai-400 053

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Netlink Solutions (India) Limited**(‘the Company’). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s 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 31st March 2015 (‘Audit Period’),generally 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 31st March,2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (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 (not applicable to the Company during the Audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 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;

NETLINK SOLUTIONS (INDIA) LIMITED

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(not applicable to the Company during the Audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009andThe Securities and Exchange Board of India(Share Based Employee Benefits) Regulations,2014 notified on 28th October, 2014 (not applicable to the Company during the Audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(not applicable to the Company during the Audit period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(not applicable to the Company during the Audit period).
- vi. Other Laws specifically applicable to the Companyas per representations made by the Management. I have also examined compliance with the applicable clause of the following:
- (i) SecretarialStandards issued by The Institute of Company Secretaries of India(not applicable as Secretarial Standards were not notified during the audit period); and
 - (ii) The Listing Agreement for Equity Shares entered into by the Company with BSE Limited.

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

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. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice are 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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 the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Auditsince the same have been subject to review by statutory auditors and other designated professionals.

NETLINK SOLUTIONS (INDIA) LIMITED

I further report that during the audit period:

- a. The Company has obtained approval of the members under Section 186 of the Companies Act, 2013 vide passing Special Resolution in the Annual General Meeting held on 30th September, 2014 to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an amount uptoRs.100 Crores.
- b. The Company has obtained approval of the members under Section 180(1)(c) of the Companies Act, 2013 vide passing Special Resolution in the Annual General Meeting held on 30th September, 2014 for increase in borrowing limits up to Rs. 100Crores.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Mumbai
Date : 25.08.2015
M. No.6180, CP No.11062

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure - A

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

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

1. Maintenance of secretarial records 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 processes 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 processes and practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report 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.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Mumbai
Date: 25.08.2015
M. No.6180, CP No.11062

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure 3 to DIRECTORS REPORT

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year

Name	Designation	Ratio
Mr. Minesh Modi	Whole Time Director	12.59 times to the Median remuneration of the employees of the Company
Mrs. Rupa Modi	Whole Time Director and Chief Financial Officer	12.59 times to the Median remuneration of the employees of the Company

(CFO W.e.f. 01.10.2015, though no change in remuneration)

For this purpose, no sitting fees was paid to the above Directors or any other non-executive directors of the Company and therefore have not been considered as remuneration.

2. The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year.
There was no increase in remuneration of the Whole Time Directors of the Company during the year ended on March 31, 2015 vis-à-vis the last year. No other director received any remuneration during the year. As regards CS, there was no comparative figure of previous year are available as there was no such requirement of appointment of a CS on previous year.
3. The Percentage increase in the median remuneration of employees in the financial year:
During the year there is decrease in percentage terms in the median remuneration of the employees by 94% as compared to previous year. The calculation of percentage decrease in Median Remuneration is done based on comparable employees. Employees who were not eligible for any increment have been excluded for this purpose of this calculation.
4. The Number of permanent Employees on the rolls of the Company:
The number of on-rolls employees is 14. Out of this, there were 7 permanent employees as on March 31, 2015.
5. The explanation on the relationship between average increase in remuneration and the Company performance:
There was average decrease in the remuneration, amongst other things, is also related to the Individual performance, the Company's performance and such other factors more particularly described in the Policy for Remuneration to Directors and the Policy for remuneration of KMP and Employees which are at Annexure 1A and 1B of this Report.
There was average decrease in the remuneration of the employees during the year 2014-15 was around 12.35% as compared to previous year.
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

NETLINK SOLUTIONS (INDIA) LIMITED

For FY 2014-2015, the key managerial personnel were paid around 9.23% of the profit after tax.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer and the variation in the Net Worth of the Company as at the close of the current financial year and previous financial year:

The Market capitalization of the Company has increased from Rs. 2,96,70,000 Crores as of March 31, 2014 to Rs. 2,52,19,500 Crores as of March 31, 2015. Over the same period, the price to earnings ratio moved drastically up from 142.85 times to 1.84 times. The Company's stock price as at March 31, 2015 has decreased by 15% to Rs.0.85 compared to the price of previous year. Price at the time of listing of Company's Shares for the first time are not available. Since the listing of the Company's share the Company has not made any Public Offer.

Variation in the Net worth

The Net worth of the Company as at the close of the financial year 2014-15, was Rs. 9,00,35,485 as compared to Rs. 7,65,76,929 as at the close of the financial year 2013-14.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any:

There was average percentage decrease made in the salaries of total employees other than the Key Managerial Personnel for FY2015 is around 12.35%, while the average increase in the remuneration of the Key Managerial Personnel is 0%. This increment is in line with the factors outlined in point (5) above.

9. Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company:

The comparison of remuneration of each of the KMP against the performance of the Company is as under:

Designation	% of PAT
Mr. Minesh Modi (Whole Time Director)	4.38 %
Mrs. Rupa Modi (Whole Time Director & Chief Financial Officer)	4.38 %
Mr. Abhishek Jain (Company Secretary)	0.47 %

10. The key parameters for any variable component of remuneration availed by the directors:

Not applicable as none of the directors are being paid any variable remuneration.

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable

12. Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE 4 TO DIRECTORS REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 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	L45200MH1984PLC034789
ii)	Registration Date	13.12.1984
iii)	Name of the Company	Netlink Solutions (India) 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	507, Laxmi plaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai, Maharashtra – 400 053.
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd.19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. Tel. No.: +91 (0) 22 42270400; +91 (0)22 42270423 Fax No. : +91 (0)22 28503748

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	NIC Code of theProduct/ service	% to total turnover of thecompany
1.	Info Media	64990	14.06%
2.	Treasury	18112	82.47%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A.	NIL	N.A.	N.A.	N.A.	N.A.

NETLINK SOLUTIONS (INDIA) LIMITED

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									
a) Individual/HUF	14426121	0	14426121	48.62	14426121	0	14426121	48.62	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	624	0	624	0	624	0	624	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	14426745	0	14426745	48.62	14426745	0	14426745	48.62	0
(2) Foreign									
a) NRIs -									
Individuals	0	0	0	0	0	0	0	0	0
b) Other –									
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	14426745	0	14426745	48.62	14426745	0	14426745	48.62	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	2564524	0	2564524	8.64	2372538	0	2372538	8.00	(0.65)
ii) Overseas	0	0	0	0	0	0	0	0	0

NETLINK SOLUTIONS (INDIA) LIMITED

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	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1156190	0	1156190	38.97	11616126	0	11616126	39.15	0.18
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1044185	0	1044185	3.52	1198094	0	1198094	4.04	0.52
c) Others (specify)									
c-i) clearing Member	2000	0	2000	0.01	199	0	199	0.00	(0.01)
c-ii) NRIs	70586	0	70586	0.24	56298	0	56298	0.19	(0.05)
Sub-total (B)(2):-	15243255	0	15243255	51.38	15243255	0	15243255	51.38	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	29670000	0	29670000	100	29670000	0	29670000	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	29670000	0	29670000	100	29670000	0	29670000	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change In share holding 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.	Aditya Fincap Private Limited	624	0	0	624	0	0	0
2.	Minesh V Modi	8046581	27.12	27.12	8046581	27.12	27.12	0
3.	Rupa M Modi	6379540	21.50	21.50	6379540	21.50	21.50	0
	Total	14426745	48.62	48.62	14426745	48.62	48.62	0

NETLINK SOLUTIONS (INDIA) LIMITED

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

(a) Aditya Fincap Private Limited

Sl. No.		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
	At the beginning of the year	624	0.00	624	0.00
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	624	0.00	624	0.00

(b) Minesh V Modi

Sl. No.		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
	At the beginning of the year	8046581	27.12	8046581	27.12
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	8046581	27.12	8046581	27.12

(c) Rupa M Modi

Sl. No.		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
	At the beginning of the year	6379540	21.50	6379540	21.50
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	6379540	21.50	6379540	21.50

Note: - There is no change in total shareholdings of Promoters between 01-04-2014 to 31-03-2015.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares at the beginning of the year(1/04/2014)	% of total shares of the Company				No. of shares end of the year(31/03/2015)	% of total shares of the company
1	Aum Securities Pvt Limited	1577860	5.32	-	-	-	1577860	5.32
2	Mukesh Mahesh Taliwal	602070	2.03	10-10-2014	2930	Market Purchase	605000	2.04
3	Kanahaiya Lal Saraf	213821	0.72	-	-	Market Sale	213821	0.72
				15-08-2014	(500)		213321	0.72
				25-09-2014	(10000)		203321	0.69
				30-09-2014	(15)		203306	0.69
				10-10-2014	(4043)		199263	0.67
				-	-		199263	0.67
4	Moti Lal Laxkar #	0	0	-	-	Market Purchase	0	0
				06-03-2015	117405		117405	0.40
				13-03-2015	48132		165537	0.56
				-	-		165537	0.56
5	Mansukh Stock Brokers Limited	150175	0.51	-	-	Market Sale & Purchase	150175	0.51
				04-04-2014	1000		151175	0.51
				18-04-2014	100		151275	0.51
				25-04-2014	200		151475	0.51
				02-05-2014	1000		152475	0.51
				16-05-2014	1000		153475	0.52

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				23-05-2014	(310)		153165	0.52
				30-05-2014	950		154115	0.52
				06-06-2014	(940)		153175	0.52
				13-06-2014	(730)		152445	0.51
				20-06-2014	(770)		151675	0.51
				30-06-2014	(500)		151175	0.51
				04-07-2014	(1000)		150175	0.51
				11-07-2014	(1000)		149175	0.50
				22-08-2014	10		149185	0.50
				-	-		149185	0.50
6	Shri Parasram Holdings Pvt. Ltd.	68580	0.23	-	-		68580	0.23
				23-05-2014	250		68830	0.23
				06-06-2014	(50)		68780	0.23
				13-06-2014	(200)	Market Sale & Purchase	68580	0.23
				31-12-2014	150		68730	0.23
				02-01-2015	40		68770	0.23
				09-01-2015	350		69120	0.23
				30-01-2015	50		69170	0.23
				06-03-2015	52000		121170	0.41
				13-03-2015	15703		136873	0.46
				20-03-2015	(550)		136323	0.46
				27-03-2015	(12743)		123580	0.42
				31-03-2015	(1200)		122380	0.41
				-	-	-	122380	0.41
7	Gunwantiben Amritlal Sanghvi	125000	0.42	-	-	-	125000	0.42

NETLINK SOLUTIONS (INDIA) LIMITED

8	Raga Securities and Finance Pvt. Ltd. *	100	0.00	-	-	Market Sale & Purchase	100	0.00
				16-05-2014	(100)		0	0.00
				31-10-2014	45655		45655	0.15
				07-11-2014	63000		108655	0.37
				21-11-2014	5250		113905	0.38
				31-12-2015	(113905)		0	0.00
				-	-		0	0.00
9	Ganesh Solanki *	30300	0.10	-	-	Market Sale & Purchase	30300	0.10
				19-09-2014	(30300)		0	0.00
				31-12-2014	113905		113905	0.38
				06-03-2015	(113905)		0	0.00
				31-03-2015	-		0	0.00
10	Vivek Raghu Shetty	103294	0.35	-	-	-	103294	0.35
11	Sanjay Amritlal Sanghvi	100000	0.34	-	-	-	100000	0.34
12	Parul M Shah	100000	0.34	-	-	-	100000	0.34
13	Rohini Chandresh Bhatt	100000	0.34	-	-	-	100000	0.34
14	Reena A Shah	100000	0.34	-	-	-	100000	0.34
15	Amit Viren Sagar	100000	0.34	-	-	-	100000	0.34

* Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2014.

Not in the list of Top 10 shareholder as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

NETLINK SOLUTIONS (INDIA) LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares at the beginning of the year(1/04/2014)	% of total shares of the company				No. of shares end of the year(31/03/2015)	% of total shares of the company
A	DIRECTORS							
1	Minesh Modi	8046581	27.12	-	-	-	8046581	27.12
2	Rupa Modi	6379540	21.50	-	-	-	6379540	21.50

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	Nil	Nil	Nil	NA
ii) Interest due but not paid	Nil	Nil	Nil	NA
iii) Interest accrued but not due	Nil	Nil	Nil	NA
Total (i+ii+iii)	Nil	Nil	Nil	NA
Change in Indebtedness during the financial year	Nil	Nil	Nil	NA
· Addition	Nil	Nil	Nil	NA
· Reduction	Nil	Nil	Nil	NA
Net Change	Nil	Nil	Nil	NA
Indebtedness at the end of the financial year	Nil	Nil	Nil	NA
i) Principal Amount	Nil	Nil	Nil	NA
ii) Interest due but not paid	Nil	Nil	Nil	NA
iii) Interest accrued but not due	Nil	Nil	Nil	NA
Total (i+ii+iii)	Nil	Nil	Nil	NA

NETLINK SOLUTIONS (INDIA) LIMITED

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/WTD/Manager		Total Amount
		Minesh Modi (Whole Time Director)	Rupa Modi (Whole Time Director & CFO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
	(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	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	6,00,000	6,00,000	12,00,000
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013.		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Yogesh Girnara	Rajendra Lokare	Premnath Mishra	
B1	Independent Directors				
	● Fee for attending board / committee meetings	Nil	Nil	Nil	NA
	● Commission	Nil	Nil	Nil	NA
	● Others, please specify	Nil	Nil	Nil	NA
	Total (B1)	Nil	Nil	Nil	NA
B2	Other Non-Executive Directors	NA	NA	NA	NA
	● Fee for attending board / committee meetings	NA	NA	NA	NA
	● Commission	NA	NA	NA	NA
	● Others, please specify	NA	NA	NA	NA
	Total (B2)	NA	NA	NA	NA
	Total (B3)=(B1+B2)	Nil	Nil	Nil	NA
	Total Managerial Remuneration	Nil	Nil	Nil	NA
	Overall Ceiling as per the Act	NA	NA	NA	NA

NETLINK SOLUTIONS (INDIA) LIMITED

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Abhishek Jain (Company Secretary)	Mrs. Rupa Modi (CFO)*	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	65,000	-	65,000
	(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	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission- as % of profit- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	65,000	-	65,000

** Mrs. Rupa Modi is Whole Time Director and CFO and therefore the remuneration details have been provided in Table A herein before.*

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	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
B. DIRECTORS					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA

NETLINK SOLUTIONS (INDIA) LIMITED

K. U. KOTHARI & CO. CHARTERED ACCOUNTANTS

CA. K. U. KOTHARI
B. Com. (Hons), LL.B, F.C.A.

CA. PRAKASH CHECHANI
B. Com., F.C.A., Grad. C.W.A.

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NETLINK SOLUTIONS (INDIA) LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **NETLINK SOLUTIONS (INDIA) LIMITED ("the company")** which comprise the Balance Sheet as at 31st March 2015, the statement of Profit & Loss Account, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial 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 financial statements are free from material misstatement.

NETLINK SOLUTIONS (INDIA) LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 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 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 statement.

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 31st March 2015, and its profit / loss and its cash flows for the year ended on that date.

Report on Other Legal & Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government in terms of sub-section (11) of section 143 of the Act(hereinafter referred to the "order") , and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, 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.

NETLINK SOLUTIONS (INDIA) LIMITED

- f) With respect to the other matters to be included in the Auditors' Report in accordance with the 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 positions;
 - ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - ii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR **K. U. KOTHARI & CO.**
CHARTERED ACCOUNTANTS
Firm Registration .No. 105310W

PLACE: MUMBAI

PRAKASH CHECHANI
(PARTNER)
Membership.No. 104203

DATED: 29/05/2015.

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading of Report on other and regulatory requirements “of our report of even date to the Members of NETLINK SOLUTIONS (INDIA) LIMITED, on the standalone financial statement for the year ended 31st March, 2015.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, fixed assets have been physically verified by the management and in our opinion the frequency of verification is reasonable having regards to the size of the Company and the nature of its fixed assets. No material discrepancies have been noticed on such verifications.
- ii. The company is engaged in the business of web designing, Print media and investment in equity shares. The equity shares have been kept in demat form. The Company does not hold any physical inventories hence this clause of the order is not applicable.
- iii. As per the information and explanation given to us and the record produced before us for verification, the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, hence clause no. iii(b) and iii(c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of Inventories and fixed assets and for sale of goods and services. Further on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of, any continuing failure to correct major weaknesses in the internal control system.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act.
- vii. (a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income - tax, sales - tax, wealth tax, service -tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues where ever applicable with the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable

NETLINK SOLUTIONS (INDIA) LIMITED

- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.
- (c) In our opinion and according to the information and explanations given to us, there is no amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956 and rules made there under).
- viii. The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our Audit and in the immediately preceding financial year.
- ix. The company has not taken any loan from financial institution or bank hence the clause of default in repayment of dues to a financial institution or bank or debenture holders is not applicable.
- x. Accordingly to the information and explanations given to us, the company has not given any guarantee for loan taken by others from bank or financial institutions.
- xi. The Company has not taken any term loans hence this clause is not applicable.
- xii. Accordingly to the information and explanations given to us no fraud on or by the company has been noticed or reported during the year.

FOR K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS
Firm Registration .No. 105310W

PLACE: MUMBAI

DATED: 29/05/2015.

PRAKASH CHECHANI
(PARTNER)
Membership.No. 104203

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

(Rs.)

Particulars	Note No.		AS AT 31.03.2015		AS AT 31.03.2014
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	2	29,670,000		29,670,000	
(b) Reserves and Surplus	3	60,365,485	90,035,485	46,906,929	76,576,929
(2) Share application money pending allotment					
-					
(3) Non-Current Liabilities					
(a) Long-term borrowings			-		-
(b) Deferred tax liabilities (Net)	4	-		64,782	
(c) Other Long term liabilities	5	2,228,900		2,228,900	
(d) Long term provisions		-	2,228,900	-	2,293,682
(4) Current Liabilities					
(a) Short-term borrowings			-		-
(b) Trade payables	6	103,393		1,543	
(c) Other current liabilities	7	395,078		272,150	
(d) Short-term provisions	8	2,597,671	3,096,142	21,736	295,429
Total			95,360,527		79,166,040
II. Assets					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	9	1,215,309		2,165,437	
(ii) Intangible assets		-		-	
(iii) Capital work-in-progress		-		-	
(iv) Intangible assets under development		-		-	
		1,215,309		2,165,437	
(b) Non-current investments	10	80,773,363		71,203,740	
(c) Deferred tax assets (net)	11	2,957,613		-	
(d) Long term loans and advances		-		-	
(e) Other non-current assets	12	4,031,227	88,977,512	4,030,537	77,399,714
(2) Current assets					
(a) Current investments		-		-	
(b) Inventories		-		-	
(c) Trade receivables	13	2,234,643		613,780	
(d) Cash and cash equivalents	14	1,481,388		975,030	
(e) Short-term loans and advances		-		-	
(f) Other current assets	15	2,666,984	6,383,015	177,515	1,766,325
Total			95,360,527		79,166,040
Notes on Financial Statements		1 to 31			

As per our report of even date

For K. U. Kothari & Co.

Chartered Accountants

Firm Reg. No : 105310W

Prakash Chechani

(Partner)

Place : Mumbai

Date : 29/05/2015

For and on Behalf of the Board of Directors

Minesh Modi

(Whole Time Director)

Din No. : 00378378

Rupa M. Modi

(Executive Director & CFO)

Din No. : 00378383

NETLINK SOLUTIONS (INDIA) LIMITED

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

(Rs.)

Particulars	Note No.	AS AT 31.03.2015	AS AT 31.03.2014
I. Revenue from operations	16	3,571,473	4,997,221
II. Other Income	17	16,809,682	1,568,435
Total Revenue		20,381,155	6,565,656
IV. Expenses:			
Cost of materials consumed	18	402,575.00	474,754
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	19	2,968,249	2,617,499
Financial costs		-	-
Depreciation and amortization expense	20	702,078	422,901
Other expenses	21	3,205,125	2,826,821
Total Expenses		7,278,027	6,341,975
V. Profit before exceptional and extraordinary items and tax		13,103,128	223,681
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax		13,103,128	223,681
VIII. Extraordinary Items		-	-
IX. Profit before tax		13,103,128	223,681
X. Tax expense:			
(1) Current tax		2,411,562	-
(2) Short Provision for Tax		7,355	9,561
(3) Deferred tax Liability/(Assets)		(3,022,395)	903
XI. Profit(Loss) from the period from continuing operations		13,706,606	213,217
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period		13,706,606	213,217
XVI. Earning per equity share:			
(1) Basic		0.462	0.007
(2) Diluted		0.462	0.007
Notes on Financial Statements	1 to 31		

As per our report of even date

For K. U. Kothari & Co.

Chartered Accountants

Firm Reg. No : 105310W

Prakash Chechani

(Partner)

Place : Mumbai

Date : 29/05/2015

For and on Behalf of the Board of Directors

Minesh Modi

(Whole Time Director)

Din No. : 00378378

Rupa M. Modi

(Executive Director & CFO)

Din No. : 00378383

NETLINK SOLUTIONS (INDIA) LIMITED

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

(Rs.)

Particulars	YEAR ENDED	
	31.03.2015	31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extraordinary Items	13,103,128	223,681
Adjustments for :		
Profit on sale of Investments	(15,127,661)	(1,142,099)
Amortisation of Expenses	-	-
Depreciation	702,078	422,901
Dividend & Interest Received	(1,682,021)	(426,336)
Operating Profit before working capital changes	<u>(3,004,476)</u>	<u>(921,853)</u>
Adjustments for :		
Trade & other Receivables	(1,621,005)	83,380
Trade payables & Liabilities	2,800,713	(15,381)
Cash generated from operations	<u>(1,824,768)</u>	<u>(853,854)</u>
Direct taxes paid	4,908,934	(6,298)
Cash flow before extraordinary items	<u>(6,733,702)</u>	<u>(847,556)</u>
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	<u>(6,733,702)</u>	<u>(847,556)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets(net)	(248,050)	(7,100)
Preliminary expenses	-	-
Dividend & Interest Received	1,682,021	426,336
Purchase of Investments (Net)	(5,558,039)	(280,584)
NET CASH FROM INVESTING ACTIVITIES	<u>6,992,010</u>	<u>699,820</u>
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	<u>-</u>	<u>-</u>
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	<u>258,308</u>	<u>(147,736)</u>
Cash & Cash equivalents - Opening Balance	975,030	1,122,766
Cash & Cash equivalents - Closing Balance	1,481,388	975,030
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	<u>506,358</u>	<u>(147,736)</u>
This is the Cash Flow referred to in our report of even date		

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

Prakash Chechani
(Partner)

Place : Mumbai
Date : 29/05/2015

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)
Din No. : 00378378

Rupa M. Modi
(Executive Director & CFO)
Din No. : 00378383

NETLINK SOLUTIONS (INDIA) LIMITED

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

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 and other relevant provisions of Companies Act, 2013 and Accounting Standard 30.

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 as per the useful life prescribed in schedule II to the Companies Act, 2013.

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 /Asset 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, 2015

(Rs.)

			AS AT 31.03.2015		AS AT 31.03.2014
2	SHARES CAPITAL				
	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 31-03-2015		As at 31-03-2014	
	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)
3	RESERVES & SURPLUS		AS AT 31.03.2015		AS AT 31.03.2014
	General Reserve				
	As per last year balance sheet	1,179,808		1,179,808	
	Add: Transferred during the year	-	1,179,808	-	1,179,808
	Profit and Loss Account- Balance				
	As per last year balance sheet	45,727,121		45,513,904	
	Add: Profit / (Loss) During the year	13,706,606		213,217	
	Less Depreciation written off**	248,050	59,185,677	-	45,727,121
	Total		60,365,485	Total	46,906,929
	** Pursuant to the transition provisions prescribed in Schedule II the companies Act, 2013. The company has fully depreciated the carrying value of assets (net of residual value, where the remaining useful life of assets was determined to be Nil as on April 1st 2014.) of Rs. 2,48,050/- against the opening surplus balance in the statement of profit and loss account under reserve and surplus.				
					(Rs.)
4	DEFERRED TAX LAIBILITY (NET)		AS AT 31.03.2015		AS AT 31.03.2014
	RELATED TO FIXED ASSETS		-		128,807
	RELATED TO PRELIMINARY		-		(64,025)
	Total		-		64,782

NETLINK SOLUTIONS (INDIA) LIMITED

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

(Rs.)

5	<u>OTHER LONG TERM LIABILITIES</u>		AS AT 31.03.2015		AS AT 31.03.2014
	CREDITORS FOR CAPITAL EXPENDITURE		2,228,900		2,228,900
	Total		2,228,900		2,228,900

(Rs.)

6	<u>TRADE PAYABLE</u>		AS AT 31.03.2015		AS AT 31.03.2014
	TRADE CREDITORS		103,393		1,543
	Total		103,393		1,543

(Rs.)

7	<u>OTHER CURRENT LIABILITIES</u>		AS AT 31.03.2015		AS AT 31.03.2014
	CREDITORS FOR EXPENSES & OTHER PAYABLE		310,666		272,150
	ADVANCE FROM CUSTOMERS		84,412		-
	Total		395,078		272,150

(Rs.)

8	<u>SHORT TERM PROVISIONS</u>		AS AT 31.03.2015		AS AT 31.03.2014
	Other Provisions		174,998		10,625
	Provision For Income Tax (AY 2011-12)		11,111		11,111
	Provision For Income Tax (AY 2015-16)		2,411,562		-
	Total		2,597,671		21,736

NETLINK SOLUTIONS (INDIA) LIMITED

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

9 FIXED ASSETS

(Rs)

Name of Asset	Gross Block				Depreciation				Net Block	
	As on 01.04.14	Additions	Deduction Adjust- ments	As on 31.03.15	As on 01.04.14	For the Year	Deduction Adjustments Year	As on 31.03.15	As at 31.03.15	As at 31.03.14
Computers	951,117	-	-	951,117	821,360	2,676	76,432	900,468	50,649	129,757
Office Equipments	30,550	-	-	30,550	11,884	7,450	9,689	29,023	1,527	18,666
Air conditioner	258,504	-	-	258,504	107,077	11,291	79,415	197,783	60,721	151,427
Furniture & Fixtures	293,594	-	-	293,594	196,400	-	82,514	278,914	14,680	97,194
Motor Car	3,611,170	-	-	3,611,170	1,842,777	680,661	-	2,523,438	1,087,732	1,768,393
TOTAL	5,144,935	-	-	5,144,935	2,979,498	702,078	248,050	3,929,626	1,215,309	2,165,437
Previous Year	5,137,835	7,100	-	5,144,935	2,556,597	422,901	-	2,979,498	2,165,437	2,581,238

NETLINK SOLUTIONS (INDIA) LIMITED

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

10	NON CURRENT INVESTMENTS				
A	Traded Non Current Investments (Quoted & Fully paid Equity Shares) at Cost				
	(Rs)				
Name of the Company	As at 31.03.15 Quantity	As at 31.03.15 Rs.	As at 31.03.14 Quantity	As at 31.03.14 Rs.	
ADITYA BIRLA NUVO LTD	500	854,775	-	-	
BALMER LAWRIE & CO LTD	2,000	1,178,882	-	-	
BHARAT PETROLEUM CORPORATION LTD	1,500	838,586	-	-	
CLARIANT CHEMICAL (INDIA) LTD	3,657	2,617,424	-	-	
CAPRI GLOBAL CAPITAL LTD	-	-	543	70,003	
(MONEY MATTER FINANCIAL SERVICES LTD)	-	-	-	-	
CROMPTON GREAVES LTD	17,360	3,220,389	-	-	
DECCAN CHRONICLE HOLDINGS LTD	-	-	23,000	1,036,218	
FINANCIAL TECHNOLOGIES (INDIA) LTD	-	-	2,000	744,423	
FEDERAL BANK LTD	10,000	854,087	5,000	389,873	
GOLDMANSACHS MUTUAL FUND-CPSE ETF	90,000	2,237,566	-	-	
HDFC BANK LTD	5,000	4,724,720	-	-	
HERO MOTOCORP LTD	250	751,375	-	-	
HINDUSTAN PETROLEUM CORPORATION LTD	1,500	591,591	-	-	
HOUSING DEVELOPMENT FINANCE CORP LTD	850	966,179	-	-	
ICICI BANK LTD	10,000	3,494,975	-	-	
IDFC LTD	6,000	949,050	10,000	1,135,635	
RATTANINDIA POWER LTD	176,300	2,026,242	-	-	
(INDIA BULLS POWER LTD)	-	-	-	-	
INDIA BULLS HOUSING FINANCE LTD	-	-	15,000	3,338,326	
INFOSYS LTD	1,000	2,033,045	-	-	
INTERNATIONAL PAPER APPM LTD	-	-	2,500	783,275	
KARUR VYSYA BANK LTD	11,300	5,291,069	2,000	652,660	
MAHINDRA LIFESPACE DEVELOPERS LTD	75	39,790	-	-	
MAHINDRA HOLIDAYS & RESORTS INDIA LTD	2,500	669,395	-	-	
MAHINDRA & MAHINDRA LTD	600	745,716	-	-	
MINDA INDUSTRIES LTD	-	-	2,032	372,825	
M.P. POLYPROPYLENE LTD	224,522	1,110,050	1,520,683	9,032,953	
(AIKYAM INTELLECTUAL PROPERTY CONSULTANCY LTD)	-	-	-	-	
MULTI COMMODITY EXCHANGE OF INDIA LTD	2,000	1,152,417	-	-	
ONGC LTD	500	170,820	-	-	
POWER GRID CORP LTD	10,000	1,395,043	-	-	
PTC INDIA FINANCIAL SERVICES LTD	120,001	1,698,929	120,001	1,698,929	
PTC INDIA LTD	23,000	2,177,279	-	-	
RANE (MADRAS) LTD	24,186	5,533,450	-	-	
SANGHVI MOVERS LTD	-	-	8,444	1,054,680	
SECURE EARTH TECHNOLOGIES LTD	-	-	150,000	3,104,334	
STRIDES ARCOLAB LTD	3,300	1,196,621	3,300	1,196,621	
TD POWER SYSTEMS LTD	5,000	2,103,150	-	-	
TECHNOFAB ENGINEERING LTD	4,510	938,603	-	-	
TV 18 BROADCAST LTD	30,000	920,164	30,000	920,164	
VIMITA LABS LIMITED	18,000	1,191,955	-	-	
UNITED SPIRITS LTD	275	1,007,507	-	-	
Total Traded Investments (A)	805,686	54,680,843	1,894,503	25,530,917	

Market Value of Traded quoted investments Rs 6,84,69,881/- (Previous Year Rs 4,83,33,860/-)

NETLINK SOLUTIONS (INDIA) LIMITED

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

(Rs.)

B <u>Other Investments</u>	AS AT 31.03.2015		AS AT 31.03.2014	
Joint share in Trust (Business Excellence Trust)	-	-	-	19,580,303
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)	-	26,092,520	-	45,672,823
Total (A+B)	805,686	80,773,363	1,894,503	71,203,740

(Rs.)

11 <u>DEFERRED TAX ASSETS</u>	AS AT 31.03.2015		AS AT 31.03.2014	
RELATED TO FIXED ASSETS	83,041		-	
RELATED TO PRELIMINARY	32,012		-	
RELATED TO CARRIED FORWARD LOSSES	2,842,560		-	
Total	2,957,613		-	

(Rs.)

12 <u>OTHER NON CURRENT ASSETS</u>	AS AT 31.03.2015		AS AT 31.03.2014	
Lease Deposits	4,000,000		4,000,000	
Other Deposits	31,227		30,537	
Total	4,031,227		4,030,537	

(Rs.)

13 <u>TRADE RECEIVABLES</u>	AS AT 31.03.2015		AS AT 31.03.2014	
Over six months	286,200		64,160	
Others	1,948,443	2,234,643	549,620	613,780
Total	2,234,643		Total	613,780

(Rs.)

14 <u>CASH & CASH EQUIVALENTS</u>	AS AT 31.03.2015		AS AT 31.03.2014	
Cash on Hand	52,247		63,827	
Bank balance with schedule Banks				
On Current Account	1,343,454		832,476	
On Deposit Account	85,687		78,726	
Total	1,481,388		975,030	

NETLINK SOLUTIONS (INDIA) LIMITED

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

(Rs.)

15	<u>OTHER CURRENT ASSETS</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Advance Income Tax & TDS	2,644,536	154,519
	Other Advances	22,448	22,996
	Total	2,666,984	177,515

(Rs.)

16	<u>REVENUE FROM OPERATIONS</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Advertisement Income	2,856,338	4,105,710
	Advertisement Income (overseas)	-	8,357
	Google Income	21,654	24,624
	Subscription Income	8,530	17,000
	Website & Internet Promotion	684,950	841,530
	Total	3,571,473	4,997,221

(Rs.)

17	<u>OTHER INCOME</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Dividend from Current & Non Current investment	1,510,308	396,359
	Interest on Current Investment	121,717	6,708
	Others Interest	49,996	23,269
	Speculation P&L	(18,682)	(511)
	Net Gain & Loss on Sale of Investment		
	From Long term Investment (Fund units)	16,378,404	-
	From Long term Investment (Equity shares)	12,811,519	(3,776,217)
	From Current Investment	(14,043,580)	4,918,827
	Total	16,809,682	1,568,435

(Rs.)

18	<u>COST OF MATERIAL CONSUMED</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Paper Consumption	402,575	460,652
	Packing Material	-	14,102
	Total	402,575	474,754

NETLINK SOLUTIONS (INDIA) LIMITED

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

		(Rs.)	
19	<u>EMPLOYEE BENEFIT EXPENSES</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Salary	1,768,249	2,017,499
	Directors Remuneration	1,200,000	600,000
	Total	2,968,249	2,617,499

		(Rs.)	
20	<u>DEPRECIATION AND AMORTIZATION EXPENSES</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Depreciation	702,078	422,901
	Total	702,078	422,901

		(Rs.)	
21	<u>OTHER EXPENSES</u>	AS AT 31.03.2015	AS AT 31.03.2014
	Advertisement Expenses	62022	56850
	Bank charges	2408	6922
	Business Promotion Expense	62720	36090
	Conference Expense	200045	-
	Commission	600000	-
	Discount/Rate Difference	15360	7910
	Electricity Expenses	73930	81623
	Insurance	37926	33304
	Internet Expenses	21868	19729
	Job Charges	519446	535049
	Listing & Other Fees	164808	62821
	Misc /Office Expense	46736	40371
	Motor Car Expenses	98209	84762
	Municipal Taxes & Society Charges	38944	21244
	Payment to Auditors	199990	196630
	Property Tax	-	392116
	Postage & Courier Expense	215110	223392
	Printing & Stationery	47470	125541
	Professional Fees	153308	172190
	Repair & Maintenance	34272	22405
	Share Dealing Expenses & Demate Charge	197070	78222
	Staff welfare	30095	42379
	Telephone Expense	30113	34186
	Travelling & Conveyance Expenses	102699	268309
	Website Expense	250575	284775
	Total	3,205,125	2,826,821

NETLINK SOLUTIONS (INDIA) LIMITED

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

22) **Contingent liabilities not provides for :**

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

23) 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) | Mrs. Rupa M. Modi Director | Director & CFO |

(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	12,00,000/- (P. Y. 6,00,000/-)	Nil (P. Y. Nil)	Nil (P. Y. Nil)

24) **Earning per share :**

	2014-15 (Rs)	2013-14 (Rs)
Profit after tax (Numerator used for calculation)	13706606	213217
Weighted Avg. No. of shares (Denominator used for calculation)	29670000	29670000
Basic & diluted earning per share	0.462	0.007

NETLINK SOLUTIONS (INDIA) LIMITED

25) **Segment Reporting :**

a) Information about Business Segment (for the year 2014-15) :

(Rs. In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	7.07	28.65	168.10	203.82
RESULTS				
Profit / (loss) before tax	(0.77)	2.61	159.68	161.52
Less: Unallocated Exp.				30.48
Total Profit before Tax				131.04
Provision for Tax				
Current				24.12
Deferred				(30.22)
Short provision for tax				0.07
Profit for the year After Tax				137.07
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.79	6.89	809.63	818.31
Unallocated				82.04
Total				900.35

b) Information about Business Segments (for the year 2013-14) :

(Rs. In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	8.75	41.23	15.68	65.66
RESULTS				
Profit / (loss) before tax	0.05	13.18	14.91	28.14
Less: Unallocated Exp.				25.90
Total Profit before Tax				2.24
Provision for Tax				
Current				0.00
Deferred				0.01
Short provision for tax				0.10
Profit for the year After Tax				2.13
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.52	5.97	698.49	705.98
Unallocated				59.79
Total				765.77

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

26) Additional Information pursuant to Schedule III the Companies Act, 2013:

(i) Quantitative Details : Finished Goods (Magazines)	Current Year		Previous Year	
Manufactured Magazines & Show Directory	Qty	Rs.	Qty	Rs.
Sale Magazines & Show Directory (Sale qty includes magazine distributed free of cost)	12000	8530	15100	17000
(ii) Consumption of Raw materials (all Indigenous) Paper				
ART Card (Magazine)	3900 (Sheet)	41427	4350 (Sheet)	33888
Art Paper (Magazine)	168.50 (Rms)	361148	229 (Rms)	426764
Total (For Magazine)		402575		460652
27) Earning in foreign Exchange :			2014-15	2013-14
Website & Internet Promotion			21654	24624
Advertisement Income			156124	279707
28) Expenditure in foreign Exchange :				
Website & internet Exp.			250575	284775
29) 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. 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.				
Minesh Modi	Whole time director			600,000
Rupa Modi	Director & CFO			600,000
30) Auditors Remuneration includes :			2014-15	2013-14
Statutory Audit Fees			150000	150000
Tax Matters			25000	25000
Service Tax			24990	21630
			199990	196630

31) 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 : 29.05.2015

Minesh Modi

(Whole Time Director)

Din No. : 00378378

Rupa M. Modi

(Executive Director & CFO)

Din No. : 00378383

NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai-400053, Maharashtra
Tel.: 022-26335583, 26335584, 26371422, 26371522; Email: netlink@easy2source.com ; web site: www.nsil.co.in

ATTENDANCE SLIP

D.P. Id*	
Client Id*	

Regd. Folio No.	
No. of Share(s) held	

NAME AND ADDRESS OF THE SHAREHOLDER :

I/We hereby record my/our presence at the THIRTIETH ANNUAL GENERAL MEETING of the Company held on Wednesday, the 30th of September, 2015 at 9:30 A.M. at 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai-400053.

Name of the member/Representative/Proxy : _____

Signature of the member/Representative/Proxy : _____

*Applicable for investors holding shares in electronic form.

**Note : Please fill Attendance Slip and hand it over at the entrance of the meeting hall.
Only the Member/Proxy holder can attend the meeting.**

**Form No. MGT-11
PROXY FORM**

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

NETLINK SOLUTIONS (INDIA) LIMITED

507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053
CIN: L45200MH1984PLC034789

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	
DP ID :	

I / We, being the holder(s) of _____ Shares of the above named Company, hereby appoint

- Name: _____ Email Id: _____
Address: _____
Signature: _____ or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____ or failing him / her
- Name: _____ Email Id: _____
Address: _____
Signature: _____ or failing him / her

As my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the annual general meeting of the Company, to be held on Wednesday, 30th September, 2015 at 9.30 a.m. at the registered office of Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of Shares	For	Against
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2015			
2	Re-appointment of Mr. Minesh Modi, who retires by rotation, as a Director			
3	Re-appointment of M/s. K U Kothari & Co, as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the Third consecutive AGM of the Company and approve their remuneration.			
4	Appointment of Mrs. Rupa Minesh Modi (holding DIN 00378383) as Chief Financial Officer (CFO) of the Company			
5	Adoption of new Set of Articles of Association of the company			
6	Consolidation of Shares			

Signed this day of

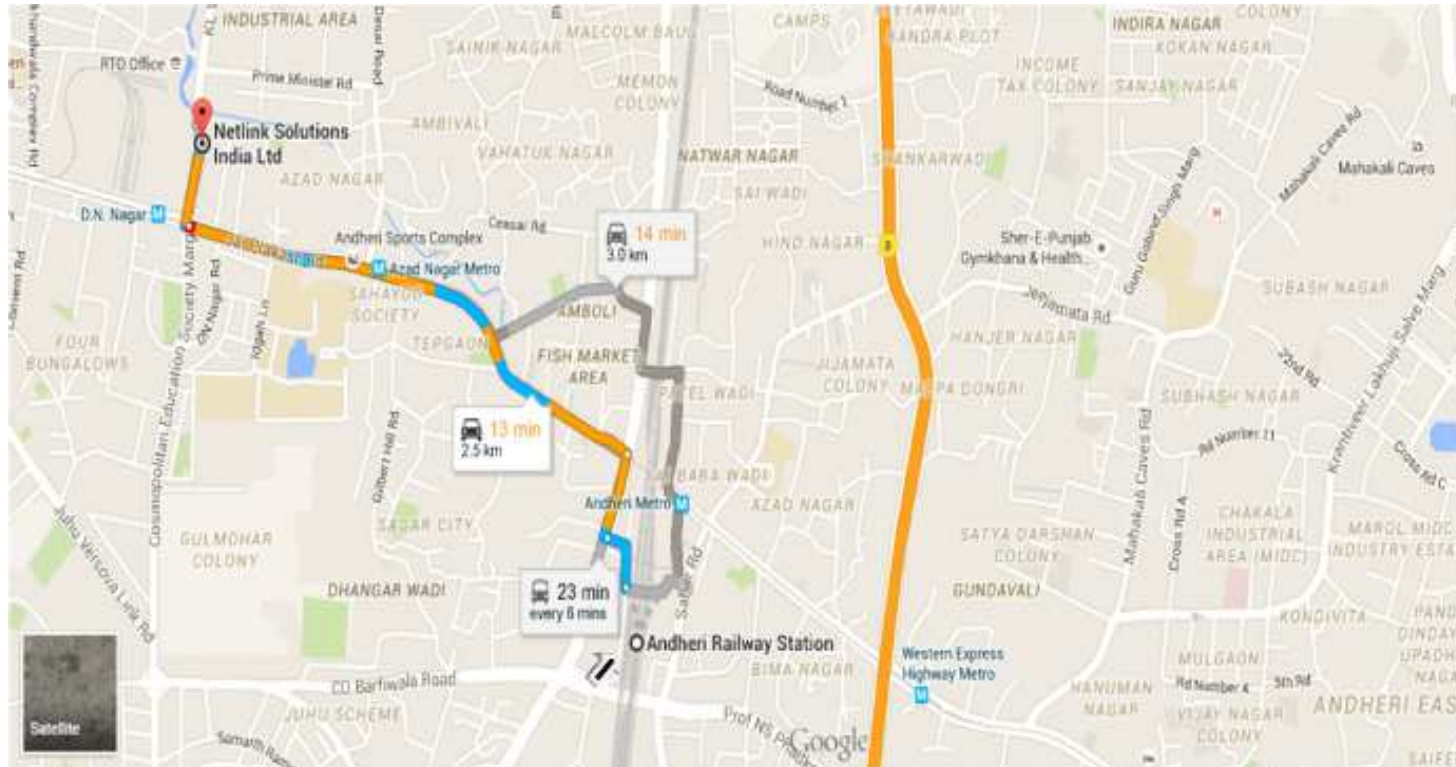
.....
Signature of shareholder

.....
Signature of proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

NETLINK SOLUTIONS (INDIA) LIMITED



Netlink Solutions (India) Limited

507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053



Andheri Station

TO,

If undelivered, please return to:

NETLINK SOLUTIONS (INDIA) LIMITED

507, Laxmi Plaza, Laxmi Industrial Estate,

New Link Road, Andheri (W),

Mumbai – 400 053.

SUVARNA PRINTS - 98213 36098