



**NETLINK SOLUTIONS (INDIA) LIMITED**

**34<sup>th</sup> ANNUAL REPORT**

**2018-2019**



---

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **34<sup>TH</sup> ANNUAL REPORT**

**BOARD OF DIRECTORS**

**MINESH V. MODI**

**Whole Time Director**

**RUPA M. MODI**

**Executive Director & CFO**

**YOGESH B. GIRNARA**

**Independent Director**

**RAJENDRA S. LOKARE**

**Independent Director**

**PREMNATH T. MISHRA**

**Independent Director**

**COMPANY SECRETARY  
AND COMPLIANCE OFFICER**

**AYUSHI THAKURIYA**

**BANKERS**

**HDFC BANK LIMITED**

**AUDITORS**

**M/S JHAWAR MANTRI AND ASSOCIATES  
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 OF 34<sup>TH</sup> ANNUAL GENERAL MEETING

(CIN: L45200MH1984PLC034789)

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

Website: [www.nsil.co.in](http://www.nsil.co.in), E-mail: [netlink@easy2source.com](mailto:netlink@easy2source.com)

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

NOTICE is hereby given that the Thirty-Fourth Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Monday, September 30, 2019 at 9.00 a.m. at the Registered office of the Company at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss and the Cash Flow Statement 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 (DIN 00378378) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

#### **Re-appointment of Mr. Yogesh Becharbhai Girnara as an Independent Director**

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Yogesh Becharbhai Girnara (DIN: 00378395), who was appointed as an Independent Director of the Company at the 29<sup>th</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 29, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. September 30, 2019 to September 29, 2024.”

4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

#### **Re-appointment of Mr. Rajendra Shishupal Lokare as an Independent Director**

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Rajendra Shishupal Lokare (DIN: 00378403), who was appointed as an Independent Director of the Company at the 29<sup>th</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 29, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. September 30, 2019 to September 29, 2024.”

5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

### **Re-appointment of Mr. Premnath Tidiprasad Mishra as an Independent Director**

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Premnath Tidiprasad Mishra (DIN: 00378410) , who was appointed as an Independent Director of the Company at the 29<sup>th</sup> Annual General Meeting of the Company to hold office of the Independent Director upto September 29, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. September 30, 2019 to September 29, 2024.”

#### **Registered Office:**

507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (W),  
Mumbai – 400053  
CIN :L45200MH1984PLC034789  
e-mail :netlink@easy2source.com,  
Website :[www.nsil.co.in](http://www.nsil.co.in)

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

Place: Mumbai  
Date: 06.08.2019

By Order of the Board

**Minesh Modi**  
Whole Time Director  
DIN NO: 00378378

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **NOTES:**

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF PURSUANT TO SECTION 105 OF THE COMPANIES ACT 2013. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED AND SIGNED AND MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The attendance slip cum Proxy form is placed at the end of this Annual Report.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled attendance slips sent herewith to attend the AGM.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses under item 3 to 5 as stated above are annexed hereto. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.25.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Members/proxies/authorised representatives are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

General Meeting. Members are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Sundays and Public Holiday and National Holiday) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
13. Members desirous of getting any information in respect of the contents of the Annual Reports is required to forward their queries to the Company at least ten days prior to the Meeting so that, if the Chairman so permits, the required information can be made available at the meeting.
14. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
15. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Adroit Corporate Services Pvt. Ltd., 19, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
16. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
17. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA).
18. Members holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
  - A. Members holding shares in the certificate/Physical form are requested to notify / send the following to the Company's Registrars and Share Transfer Agents, Adroit Corporate Services Pvt. Ltd.19, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.to facilitate better servicing: -
    - a. Any change in their address / mandate / Bank details.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

- b. Submit their Permanent Account Number (PAN) and Bank account, in case the same have not been furnished earlier
  - c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account, and
  - d. To register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
19. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
- a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
21. Since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
22. The members can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered and treated as INVALID.
23. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening General Meetings, Annual Report etc. to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agent of the Company Adroit Corporate Services Pvt. Ltd, at their Postal / E-mail address given above. Please give the details in the attached format for registering your E-mail ID. Those holding shares in demat form are requested to register their E-mail IDs with their Depository Participants.
24. The Register of Members and Share Transfer Books of the Company shall be closed from **25<sup>th</sup> day of September, 2019 to 30<sup>th</sup> day of September, 2019** (Both Days Inclusive).
- 25. Information and instructions relating to e-voting are as under:**
- The members are requested to follow the detailed procedure/instructions carefully as given herein below:
- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed

## NETLINK SOLUTIONS (INDIA) LIMITED

---

to be passed at the ensuing AGM by electronic means (“e-voting”) holding equity shares as on **23<sup>rd</sup> September, 2019**, being the **Cut-off Date** (Record date for the purpose of rule 20(3)(vii) of the said Rules), fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through e-voting platform provided by NSDL.

- ii. The facility for voting through Poll shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e voting shall be eligible to exercise their right at the meeting through Poll.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The e-voting period begins on **25<sup>th</sup> September 2019 at 9.00 A.M. and ends on 30<sup>th</sup> September 2019 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **23<sup>rd</sup> September 2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- v. The process and manner for remote e-voting are as Under.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical  a) For Members who hold shares in demat account with NSDL	Your User ID is:  8 Character DP ID followed by 8 Digit Client ID
---	---



## NETLINK SOLUTIONS (INDIA) LIMITED

---

b) For Members who hold shares in demat account with CDSL.	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.  16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - 8. Now, you will have to click on "Login" button.
  - 9. After you click on the "Login" button, Home page of e-Voting will open.

### **Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhavyata.siroyam@gmail.com](mailto:bhavyata.siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## NETLINK SOLUTIONS (INDIA) LIMITED

---

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
26. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*
27. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019.
29. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [netlink@easy2source.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No. 1800-222-990.
30. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
31. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
32. Ms. Bhavyata S Acharya, Siroya and BA Associates, Company Secretaries (Membership No. A25734) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

33. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
34. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
35. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.nsil.co.in](http://www.nsil.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
36. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: Near to Laxmi Industrial Estate.

### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LODR) AND SS-2)**

<b>Name</b>	Mr. Minesh Modi
Directors Identification Number (DIN)	00378378
Date of Birth	09/02/1963
Age	56 years
Qualification	Bachelor of Science(BSc)
Terms and conditions of appointment and re-appointment	Liable to retire by rotation
Expertise in Specific Area	Rich experience in the field of Finance and General Business management
Date of first appointment on the Board of the Company	25/02/2005
Directorship in other limited companies (excluding Netlink Solution (India) Limited)	Aditya Fincap Private Limited
Relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Rupa Modi

## NETLINK SOLUTIONS (INDIA) LIMITED

Membership/Chairmanship of committee of Directors of other companies	No
No. of Share held as on 31-03-2019	814869 Equity Shares
Number of Meetings of the Board attended during the financial year 2018-19	7
Details of remuneration last drawn by such person (FY 2018-19)	24 Lakhs
Details of remuneration sought to be paid	NA

Name	Mr. Yogesh Becharbhai Girnara	Mr. Rajendra Shishupal Lokare	Mr. Premnath Tidiprasad Mishra
Directors Identification Number (DIN)	00378395	00378403	00378410
Date of Birth	01-03-1936	09-10-1946	01-03-1959
Age	55 years	51 years	56 years
Qualification	BSE	BCOM	BCOM
Terms and conditions of appointment	As per resolution no. 3 of the Notice read with Explanatory Statement thereto	As per resolution no. 4 of the Notice read with Explanatory Statement thereto	As per resolution no. 5 of the Notice read with Explanatory Statement thereto
Expertise in Specific Area	General Business and Financial Management	General Business Management	General Business Management
Date of first appointment on the Board of the Company	25/02/2005	30/08/2006	13/12/2005
Directorship in other limited companies (excluding Netlink Solutions (India) Limited Limited)	None	None	None
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Membership/Chairmanship of committee of Directors of other companies	None	None	None
No. of Share held as on 31-03-2019	15	Nil	Nil
Number of Meetings of the Board attended during the financial year 2018-19	7	7	7
Details of remuneration last drawn by such person (FY 2018-19)	Nil	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil	Nil

**Registered Office:**

507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (W),  
Mumbai – 400053  
CIN :L45200MH1984PLC034789  
e-mail :netlink@easy2source.com,  
Website :[www.nsil.co.in](http://www.nsil.co.in)

By Order of the Board

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

Place: Mumbai  
Date: 06.08.2019

**Minesh Modi**  
**Whole Time Director**  
**DIN NO: 00378378**

# **NETLINK SOLUTIONS (INDIA) LIMITED**

---

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

### **ITEM NO. 3: Special Resolution**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 30, 2014 appointed Mr. Yogesh Becharbhai Girnara (DIN: 00378395) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 29, 2019 and he is eligible for re- appointment for one more term of upto five years.

As per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approval of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed to re-appoint Mr. Yogesh Becharbhai Girnara (DIN: 00378395) as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 6, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Yogesh Becharbhai Girnara (DIN: 00378395) during his tenure, has recommended to the Board that continued association of Mr. Yogesh Becharbhai Girnara (DIN: 00378395) as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Yogesh Becharbhai Girnara (DIN: 00378395), as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 30, 2019 upto September 29, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Yogesh Becharbhai Girnara (DIN: 00378395) and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

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

### **ITEM NO. 4: Special Resolution**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 30, 2014 appointed Mr. Rajendra Shishupal Lokare(DIN: 00378403) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 29, 2019 and he is eligible for re- appointment for one more term of upto five years.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

As per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approval of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed to re-appoint Mr. Rajendra Shishupal Lokare(DIN: 00378403) as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 6, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Rajendra Shishupal Lokare(DIN: 00378403) during his tenure, has recommended to the Board that continued association of Mr. Rajendra Shishupal Lokare(DIN: 00378403) as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Rajendra Shishupal Lokare(DIN: 00378403), as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 30, 2019 upto September 29, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Rajendra Shishupal Lokare(DIN: 00378403) and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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

### **ITEM NO. 5: Special Resolution**

Pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, the shareholders of the Company at its meeting held on September 30, 2014 appointed Mr. Premnath Tidiprasad Mishra (DIN: 00378410) as an Independent Director of the Company to hold office for five consecutive years for a term upto September 29, 2019 and he is eligible for re- appointment for one more term of upto five years.

As per Section 149 of Companies Act 2013 read with Rules framed thereunder, the re- appointment of Independent Director for second term also requires approval of shareholder by way of Special Resolution.

Keeping in view his able experience, participation and rich contribution as an independent Director, it is proposed to re-appoint Mr. Premnath Tidiprasad Mishra (DIN: 00378410) as a Non- Executive Independent Director for a second term by way of a special resolution under Section 149 of the Companies Act, 2013, read with relevant rules framed therein and as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Nomination and Remuneration Committee at its meeting held on August 6, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Premnath Tidiprasad Mishra (DIN: 00378410) during his

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

tenure, has recommended to the Board that continued association of Mr. Premnath Tidiprasad Mishra (DIN: 00378410) as the Independent Director would be beneficial to the Company. Based on the above and performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. Premnath Tidiprasad Mishra (DIN: 00378410), as the Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from September 30, 2019 upto September 29, 2024.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Save and except Mr. Premnath Tidiprasad Mishra (DIN: 00378410) and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

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

**Registered Office:**

507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (W),  
Mumbai – 400053  
CIN :L45200MH1984PLC034789  
e-mail :netlink@easy2source.com,  
Website :[www.nsil.co.in](http://www.nsil.co.in)

Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 06.08.2019

By Order of the Board

**Minesh Modi**  
**Whole Time Director**  
**DIN NO: 00378378**



# NETLINK SOLUTIONS (INDIA) LIMITED

## DIRECTORS' REPORT

### Directors' Report to the Members

Your Directors present their Thirty Fourth Annual Report together with the Audited Financial Statement of your Company for the year ended 31<sup>st</sup> March, 2019.

### Financial Highlights

	(Rs. in Lakhs)	
Financial Performance:	2018 - 19	2017 - 18
Total Income	171.31	512.93
Total Expenditure	206.592	474.52
Profit Before Depreciation and Tax	(32.22)	33.71
Less: Deprecation	3.39	4.70
Net Profit before Tax	(35.61)	38.41
Tax Expense:		
Income Tax- Current Tax	-	11.56
Income Tax-Earlier year	-	0.20
Deferred tax Charges/(Credit)	(4.13)	17.35
<b>Net Profit after Tax</b>	<b>(39.74)</b>	<b>9.30</b>

### Dividend

The Board has not recommended any Dividend for the current financial year in order to conserve its resources.

### 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

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no unpaid/unclaimed dividend lying with the Company.

### Operations/ State of the Company's Affairs

During the year the Total Income of the Company has been Rs. 171.31 Lacs as compared to previous year total of Rs. 512.93 Lacs. Our company has made Loss amounting to Rs. **39.74** Lacs after tax as compared to the last year Profit of Rs. **9.30** Lacs.

During the year, 4,37,775 equity shares were bought back by the Company and the same were extinguished vide confirmation letter dated July 16, 2018 issued by NSDL

Netlink Solutions (India) Limited has sold Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

Currently, the Company has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. We experienced that the Print Media is gradually edging past electronic media. The Company cut costs and were looking for right opportunity.

### **BUYBACK**

The Board at its meeting dated 9<sup>th</sup> February, 2018 approved the proposal for Buy Back upto 7,41,750 Equity Shares of Rs. 10/- each at a price of Rs. 17/- per Equity Share. The shareholders approved the said proposal of buy back of equity shares through the postal ballot that concluded on 8<sup>th</sup> May, 2018. The Buyback offer comprised of purchase of 7,41,750 (Seven Lakh Forty One Thousand Seven Hundred Fifty) Equity Shares of Rs.10/- (Rupees Ten Only) each (representing around 25% of the total paid-up equity share capital of the Company) at a price of Rs. 17/- (Rupees Seventeen Only) per equity share, payable in cash for a total consideration not exceeding Rs. 1,26,09,750/- (Rupees One Crore Twenty Six Lakh Nine Thousand Seven Hundred Fifty Only). The buyback was offered to all eligible equity shareholders (including those who became equity shareholders as on the record date i.e. 21<sup>st</sup> May, 2018) on a proportionate basis through the 'tender offer' route. The Buy-back offer opened on June 19, 2018 and closed on July 02, 2018. The Company concluded the buyback procedures on July 16, 2018 and 4,37,775 equity shares were extinguished. The Company has utilized general reserve for the buyback of its shares. In accordance with Section 69(1) of the Companies Act, 2013, the Company has approved creation of Capital Redemption Reserve of Rs. 43,77,750 equal to the nominal value of the shares bought back as an appropriation from the general reserve/surplus in profit and loss account.

### **Share Capital**

There is changes in Share Capital during the year due to buyback of Equity Shares. The Company has completed Buy-Back of 4,37,775 equity shares of Rs. 10 each and the same were extinguished vide confirmation letter dated July 16, 2018 issued by NSDL. Post buy back, the Paid-up share capital of the Company has been reduced from 29,67,000 equity shares of Rs. 10 each to 25,29,225 equity shares of Rs. 10 each.

### **Sale of Promoter's share**

Mrs. Rupa Modi, Promoter of the Company sold 8500 equity shares representing 0.33% of the share Capital of the Company. The shareholding of Mrs. Rupa Modi in the Company have come down from 25.22% to 24.89% of the total share capital of 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**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

### **Management Discussion and Analysis Report**

In accordance with regulation 34 of SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Report as **Annexure - I**.

### **Corporate Governance**

As per the Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are effective December 1, 2015, provisions with respect to Corporate Governance compliance shall not

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

apply to a listed entity with Paid-up Capital upto Rs. 10,00,00,000 (Indian Rupees Ten Crore) and Net Worth upto Rs. 25,00,00,000 (Indian Rupees Twenty Five Crore), as on the last day of previous financial year.

The Paid-up Share Capital of the Company is Rs. 2.53 Crore only and the Net Worth is Rs. 11.47 Crore only and therefore the requirement of compliance with Corporate Governance is not applicable to the Company.

### **Corporate Social Responsibility (CSR)**

The provisions related to Corporate Social Responsibility are not applicable to the company.

### **Directors and KMP**

#### **A. Directors and Key Managerial Personnel**

There are no changes in the Board of Directors of the Company during the year under review.

The Board Comprises of Mr. Minesh Modi, Whole-time Director and Mrs. Rupa Modi, Executive Director and Chief Financial Officer. Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra are the Independent Directors of the Company and Ms. Ayushi Thakuriya is Company Secretary of the Company.

#### **B. Retire by Rotation**

In terms of provisions of Section 152(6) of the Act, Mr. Minesh Vasantlal Modi (00378378), being longest in the office, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

#### **C. Re-appointment of Independent Directors for a Second Term**

The Nomination and Remuneration Committee, on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra during their tenure, has recommended to the Board that continued association of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra as Independent Directors would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board recommends re-appointment of:

- i) Mr. Yogesh Becharbhai Girnara for a further period from 30th September, 2019 to 29th September, 2024;
- (ii) Mr. Rajendra S Lokare for a further period from 30th September, 2019 to 29th September, 2024; and
- (iii) Mr. Premnath T Mishra for a further period from 30th September, 2019 to 29th September, 2024; to hold office as Non-Executive Independent Directors of the Company, not liable to retire by rotation, on the Board of the Company. The Company has received the requisite Notices from respective directors in writing proposing their re-appointment as Independent Directors. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act, and SEBI (LODR) Regulations.

### **Board Evaluation**

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015 the Board of Directors has carried out an annual performance evaluation of its own performance,

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

the Directors individually including Independent Directors. Evaluation was done by Nomination and Remuneration Committee. 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.

### **Receipt of any commission by MD / WTD from Company or for receipt of commission/remuneration from its holding or Subsidiary Company**

during the year under review, the Company has not paid any commission to any of its directors. The Company does not have any subsidiary / holding Company, therefore, the question of receipt of any amount does not arise.

### **Separate Meeting of the Independent Directors**

In Compliance with the provision of the Companies Act, 2013 SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015, the Independent Directors held a Meeting on March 30, 2019, and they, inter alia:

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

The Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

### **Familiarisation Programme for Independent Directors**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters alongwith other details as required pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the website of the Company at [www.nsil.co.in](http://www.nsil.co.in).

### **Declaration of Independent Directors**

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independent laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors of the Company have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

### **Meetings**

The Board met 7 times during the financial year. The maximum interval prescribed in the Companies Act, 2013.

During the year under review the Board of Directors met 7(Seven) times on May 30, 2018, June 14, 2018, July 03, 2018, August 14, 2018, November 02, 2018, February 05, 2019 and March 30, 2019.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) of the Act, your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable Accounting Standards read had been followed and there are no material departures from the same;
- (b) they have 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 as at March 31, 2019 and of the profit of the Company for year ended on that date;
- (c) they have 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) the annual accounts have been prepared on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Secretarial Standards**

The Company has devised proper systems to ensure compliance with the provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) and is in compliance with the same.

### **Internal Financial Controls and their Adequacy**

The Company has in place adequate internal financial control with reference to the size and nature of its business. 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.

### **Composition of Audit Committee**

The Audit Committee comprises of Mr. Minesh Modi, Mr. Yogesh Girnara and Mr. Rajendra Lokare. Mr. Yogesh Girnara is the Chairman of the Committee. The role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee met 4 times during the year under review on May 30, 2018, August 14, 2018, November 02, 2018, and on February 05, 2019. The Committee discussed on financials, audit reports and appointment of auditors. The Board accepted all recommendations of the Audit Committee made from time to time. All the members of the Committee attended all the meetings.

# NETLINK SOLUTIONS (INDIA) LIMITED

---

## **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of 3 Independent Directors, Mr. Yogesh B Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra. The Committee met One time i.e. on May 30, 2018. All the members of the Committee attended all the meetings. The constitution and terms of reference are in compliance with the provisions of the Act and the SEBI Listing Regulations and the SEBI (Share Based Employee Benefits) Regulations, 2014.

## **Policies on Appointment of Directors and Remuneration of Directors, Key Managerial Personnel and Employees**

In accordance with the provisions of section 134(3) (e) of the Companies Act, 2013 ("the Act") read with section 178(2) of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted a Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management, which inter alia, includes the criteria for determining qualifications, positive attributes and independence of Directors.

Your Company has also adopted the Policy on Remuneration of Directors, Key Managerial Personnel and Employees of the Company in accordance with the provisions of sub-section (4) of section 178, and the same are appended as **Annexure II-A and Annexure II-B** and form part of this Report.

## **Particulars of Remuneration of Employees and Other Required Disclosures**

There are no employees drawing remuneration in excess of the limits specified in Rule 5(2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 further amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

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 III**.

## **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://nsil.co.in/policy.php>.

## **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.

# **NETLINK SOLUTIONS (INDIA) LIMITED**

---

## **Statutory Auditors**

The Shareholders at their 32<sup>nd</sup> Annual General Meeting ("AGM") held on 30<sup>th</sup> September, 2017, approved the appointment Jhawar Mantri and Associates (ICAI Firm Registration No.113221W) as the Statutory Auditors of the Company for the period of 5 years commencing from the conclusion of the 32<sup>nd</sup>AGM till the conclusion of 37<sup>th</sup>AGM.

Pursuant to amendment to section 139 (1) of the Act, ratification of appointment of Statutory Auditor at every Annual General Meeting is not required.

As required under the provisions of Section 139(1) and 141 of the Act, read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from the auditors to the effect that they are eligible to continue as Statutory Auditor of the Company.

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. No frauds are reported by the Auditors under sub section (12) of Section 143 of the Companies Act, 2013.

## **Secretarial Auditor**

The Board has appointed M/s. Tarun Jain & Associates, Practicing Company Secretaries to conduct the Secretarial Audit for the financial year 2018-19. The Secretarial Audit report for the financial year ended March 31, 2019 is annexed herewith and marked as **Annexure IV** 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. 4 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.

## **Explanation or Comments on Qualifications, Reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports**

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

## **Reporting of Frauds by Auditors**

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.



## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

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

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is annexed herewith and forms part of this report as **Annexure V**.

### **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.

### **Extract of Annual Return**

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013, with rule 12 of the Companies (Management and Administration) Rules, 2014, extract of the Annual Return forms part of this Report as **Annexure VI**.

A copy of the extract of the annual return, prepared under Section 92(3), is available on the link: [www.nsil.co.in](http://www.nsil.co.in), the web address of the Company, as required under Section 134(3)(a) of the Companies Act, 2013.

### **Material Changes and Commitment affecting Financial Position of the Company which have occurred between the end of the financial year of the Company**

The Board of Directors of the Company, at its meeting held on 3rd July, 2018, approved the Sale of 100% rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited ("Buyer"), subject to approval of members under Section 180(1)(a) of the Companies Act, 2013 and other requisite approvals, if any. Subsequently, approval of the Members of the Company was obtained on 8th August, 2018 for the proposed transaction under the provisions of Section 110 of the Act read with applicable Rules through postal ballot. The proposed transaction has been completed if the terms and conditions of the Agreement are acceptable to both the parties and further subject to receipt of all the requisite regulatory and other approvals, if any.

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **Sexual Harassment**

Your Directors further state that during the year 2018-19, there were no complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Maintenance of Cost Records**

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013.



## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **General**

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

### **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.*

### **Appreciation and Acknowledgement**

The Directors would like to thank all shareholders, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, the Government of India and other Regulatory Authorities, the BSE Limited, Bankers, Financial Institutions, Members, Customers, contractors, suppliers, associates and Employees of the Company for their continued support and trust. Your Directors would like to express deep appreciation for the commitment shown by the employees in supporting the Company in achieving continued robust performance on all fronts.

**For and on behalf of the Board of Directors,**

**Minesh Modi**  
**Chairman & Whole Time Director**  
**DIN : 00378378**

**Rupa Modi**  
**Whole Time Director & CFO**  
**Din No : 00378383**

**August 06, 2019,**  
**Mumbai**

# NETLINK SOLUTIONS (INDIA) LIMITED

---

**ANNEXURE-I**

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

### 1. Industrial Structure and Developments

In 2018-2019, the Indian Economy emerged as one of the large economies with an encouraging outlook. The factors contributing to this positive outlook were controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and the boost to reforms among others. According to IMF, India is set to become the world's fastest growing major economy ahead of China.

### 2. Outlook on Opportunities, Threats, Risk and Concerns

#### **Opportunities**

Currently, the Company has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. We experienced that the Print Media is gradually edging past electronic media. The Company cut costs and were looking for right opportunity.

Netlink Solutions (India) Limited has, during the year, sold Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited.

#### **Threats, Risk and Concerns:**

Being a software and print media company, Netlink is exposed to specific risks that are particular to its business and the environment within which it operates, including software obsolescence volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the Company.

### 3. Internal Control Systems and their Adequacy

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

### 4. Financial Performance

The Company's total turnover for the financial year ended March 31, 2019 is Rs.171.31 (Previous Year Rs. 512.93 lacs). Net Loss before tax was Rs.35.61 as compared to Previous Year's Net Profit before tax Rs. 38.41 lacs. The Company is optimistic about its future business ventures.

### 5. Development of Human Resources

The Company has been proactive to build the requisite skill-sets in the organization for its new project initiatives. The relevant industry experience of the team coupled with commitment towards adherence to the operating processes adopted by the company is a unique feature demonstrated by the company. Employees are encouraged to upgrade their skills and knowledge through various training programs.

#### **Note:**

This report contains forward-looking statements based on beliefs of the company's management. The words anticipate, believe, estimate, forecast, expect, intend, plan, should and project are used to identify forward-looking statements. Such statements reflect the company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including amongst others, changes in the general economic and business conditions, changes in the currency exchange rates and interest rates, introduction of competing products, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. The company does not intend to assume any obligation to update these forward-looking statements

# NETLINK SOLUTIONS (INDIA) LIMITED

---

## ANNEXURE II-A

### ANNEXURE II A 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

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

3. Adherence to the Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Independent Directors

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 Solutions (India) Limited 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 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 II-B**

## **ANNEXURE II B 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 III

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 **2018-19**:

Name	Designation	Ratio of remuneration to MRE*
Mr. Minesh Modi	Whole Time Director	27.83 times the median remuneration of the employees of the Company
Mrs. Rupa Modi	Executive Director and Chief Financial Officer	27.83 times the median remuneration of the employees of the Company

\* MRE – Median Remuneration of Employees.

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. Remuneration to Key Managerial person is also not included for calculation of remuneration to employees.

2. The percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year.

Name of the Director , Chief Financial Officer and Company Secretary	Percentage increase in remuneration
Mr. Minesh Modi	128%
Mrs. Rupa Modi	133.33%
Mrs. Ayushi Thakuriya	Nil

3. The Percentage increase in the median remuneration of employees in the financial year. During the year there is increase in percentage terms in the median remuneration of the employees by 30.65% as compared to previous year. The calculation of percentage increase 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: During the year, the number of on-rolls employees is 13. As on March 31, 2019, there were 7 permanent employees in the Company.
5. 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:



## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

The average percentage increase in remuneration made in the salaries of the total employees other than the Key Managerial Personnel during the Financial Year 2018-19 was Increased by about 46.89% while the average increase in the remuneration of the Key Managerial Personnel was Increased by about 36.98%. The remuneration of the managerial personnel is based on the remuneration policy as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and is commensurate with the size of the Company, nature of its business and industry standards.

While recommending the increase in remuneration of its employees, the Company considered overall organization performance, industry benchmarking, cost of living adjustment/ inflation apart from individual performance on the basis of Balanced Scorecard approach.

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

Yes

# NETLINK SOLUTIONS (INDIA) LIMITED

---

ANNEXURE IV

## *TARUN JAIN & ASSOCIATES*

### Trade Marks & Patent Agents

Company Secretaries

805, Padma Tower-I, 5, Rajendra Place, New Delhi-110 008

Ph.91 11 4153 6635, 6636 Telfax: 91 11 4153 6637

Email:[info@jainandpartners.com](mailto:info@jainandpartners.com)

---

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019**

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

To,  
The Members,  
**NETLINK SOLUTIONS (INDIA) LIMITED**  
507, Laxmiplaza, Laxmi Industrial Estate,  
Newlink Road, Andheri (W) Mumbai – 400053.

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Netlink Solutions (India) Limited (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the Company 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the relevant and applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and rules framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and Not Applicable; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs; and
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We 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 was re-appointment of rotational directors only and no other changes were made in the composition of the Board of Directors during the period under review.

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

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

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 Committee of the Board, as the case may be.

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

We further report that during the audit period following major events have occurred which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. The Company has completed Buy-Back of 4,37,775 equity shares of Rs. 10 each and the same were extinguished vide confirmation letter dated July 16, 2018 issued by NSDL.
2. Decision to sell / transfer / dispose off rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" taken by members in pursuance to Section 180 (1)(a) of the Companies Act, 2013 by way of Postal Ballot held on 08<sup>th</sup> August, 2018.

**For Tarun Jain & Associates  
Company Secretaries**

**Place: New Delhi  
Date: 6<sup>th</sup> August, 2019**

**TARUN JAIN  
(Prop.)  
Membership No.: F4645  
C.P. No.: 4317**

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

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

**TARUN JAIN & ASSOCIATES**  
COMPANY SECRETARIES

---

### **Annexure-A**

The Members

**NETLINK SOLUTIONS (INDIA) LIMITED**

507, Laxmiplaza, Laxmi Industrial Estate,  
Newlink Road, Andheri (W) Mumbai - 400053.

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

**For Tarun Jain & Associates**  
**Company Secretaries**

**Place: New Delhi**  
**Date: 6<sup>th</sup> August, 2019**

**TARUN JAIN**  
**(Prop.)**  
**Membership No.: F4645**  
**C.P. No.: 4317**

# **NETLINK SOLUTIONS (INDIA) LIMITED**

---

## **ANNEXURE V**

The particulars in respect of the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under Sub Section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

---

**A. CONSERVATION OF ENERGY and B. TECHNOLOGY ABSORPTION:**

The Business of the Company is not energy intensive and therefore the provisions are not applicable. Further, the Company is engaged in trading and doesn't manufacture locally and therefore the clause pertaining to Technology Absorption is not applicable to the Company.

**C. Foreign Exchange earnings and Outgo**

- (a) Foreign Exchange earned in terms of actual inflows during the year.  
**NIL**
- (b) Foreign Exchange outgo during the year in terms of actual outflows.  
**Rs. 2.39 Lakhs**

For and on behalf of the Board of Directors,

**Minesh Modi**  
Chairman & Whole Time Director  
DIN : 00378378

**Rupa Modi**  
Whole Time Director, CFO  
DIN No: 00378383

**Date: 06.08.2019**  
**Place: Mumbai**

# NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE VI

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2019

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

### I. REGISTRATION AND OTHER DETAILS:

i)	<b>CIN</b>	L45200MH1984PLC034789
ii)	<b>Registration Date</b>	13.12.1984
iii)	<b>Name of the Company</b>	Netlink Solutions (India) Limited
iv)	<b>Category / Sub-Category of the Company</b>	Company Limited by Shares (Indian Non-Government Company)
v)	<b>Address of the Registered office and contact details</b>	507, Laxmi Plaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai, Maharashtra – 400 053.
vi)	<b>Whether listed company Yes / No</b>	Yes
vii)	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. Tel. No.: 022 - 28596060 / 28594060 / 40053636/ 40052115 Fax No. : 022 – 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 the Product/ service	% to total turnover of the company
1.	Info Media (Exhibition related Income)	18112 and/or 7310	88.07%
2.	Website and Internet Promotion	63112	11.95%

### 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
NIL	NIL	NIL	NIL	NIL	NIL

## 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 (as on 01.04.2018)				No. of Shares held at the end of the year (as on 31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	14,52,823		14,52,823	48.97	14,44,323	0	14,44,323	57.11	8.14
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	62	0	62	0	62	0	62	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
<b>Sub-total (A) (1):-</b>	<b>14,52,885</b>	<b>0</b>	<b>14,52,885</b>	<b>48.97</b>	<b>14,44,385</b>	<b>0</b>	<b>14,44,385</b>	<b>57.11</b>	<b>8.14</b>
<b>(2) Foreign</b>									
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
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>14,52,885</b>	<b>0</b>	<b>14,52,885</b>	<b>48.97</b>	<b>14,44,385</b>	<b>0</b>	<b>14,44,385</b>	<b>57.11</b>	<b>8.14</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1,99,719	0	1,99,719	6.73	35622	0	35622	1.41	-5.32
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh (2 lakh)	11,43,863	0	11,43,863	38.55	9,88,512	0	9,88,512	39.08	0.53



## 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	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs(2 lakh)	1,63,315	0	1,63,315	5.50	53,978	0	53,978	2.13	-3.37
c) Others (specify)									
c-i) clearing Member	0	0	0	0	857	0	857	0.03	0.03
c-ii) NRIs	7218	0	7218	0.24	5871	0	5871	0.23	-0.01
<b>Sub-total (B)(2):-</b>	<b>15,14,115</b>	<b>0</b>	<b>15,14,115</b>	<b>51.03</b>	<b>10,84,840</b>	<b>0</b>	<b>10,84,840</b>	<b>42.89</b>	<b>-8.14</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)s	<b>15,14,115</b>	<b>0</b>	<b>15,14,115</b>	<b>51.03</b>	<b>10,84,840</b>	<b>0</b>	<b>10,84,840</b>	<b>42.89</b>	<b>-8.14</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>29,67,000</b>	<b>0</b>	<b>29,67,000</b>	<b>100</b>	<b>25,29,225</b>	<b>0</b>	<b>25,29,225</b>	<b>100</b>	<b>0</b>

### (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Share holding at the end of the year (31.03.2019)			% 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	62	0.00	0.00	62	0.00	0.00	0.00
2.	Minesh V Modi	814869	27.46	0.00	814869	32.22	0.00	4.75
3.	Rupa M Modi	637954	21.50	0.00	629454	24.89	0.00	3.39
	<b>Total</b>	<b>1452885</b>	<b>48.97</b>	<b>-</b>	<b>1444385</b>	<b>57.11</b>	<b>-</b>	<b>8.14</b>

## 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	62	0.00	62	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):	No Change			
	At the End of the year	62	0.00	62	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	814869	27.46	814869	27.46
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):				
	16.07.2018 (Buyback)#	814869	32.22	814869	32.22
	At the End of the year	814869	32.22	814869	32.22

(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	637954	21.50	637954	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
	16.07.2018 (Buyback)#	637954	25.22	637954	25.22
	04.10.2018 (Market sale)*	(8500)	(0.34)	(8500)	(0.34)
	At the End of the year	629454	24.89	629454	24.89

## NETLINK SOLUTIONS (INDIA) LIMITED

# Increase in Voting rights of Promoters, i.e., Mr. Minesh Modi from 27.46% to 32.22% and Mrs. Rupa Modi from 21.50% to 25.22% is solely due to Buy Back of shares. There has been no change in the number of shares held by Mr. Minesh Modi and Mrs. Rupa Modi under the buy back. The Company has completed Buy-Back of 4,37,775 equity shares of Rs. 10 each and the same were extinguished vide confirmation Letter dated July 16, 2018 issued by NSDL.. Post buy back, the Paid-up share capital of the Company has been reduced from 2967000 equity shares of Rs. 10 each to 2529225 equity shares of Rs. 10 each.

Therefore, the change in voting rights without any change in their holding is as a result of the buy back.

\* Consequent to buy back, the shareholding of Mrs. Rupa Modi crossed 25%, from 21.50% to 25.22% without any acquisition of shares. Accordingly, in compliance with the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Mrs. Rupa Modi sold 8500 shares in open market on October 4, 2019 to bring down the holding below 25%.

**(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(1/04/2018)	% of total shares of the Company				No. of shares end of the year(31/03/2019)	% of total shares of the company
1.	#Aum Securities Pvt Limited	157786	5.32					
				13/07/2018	(157786)	Buyback		
				31/03/2019	0		0	0
2.	#Motilal Laxkar	60114	2.03					
				29/06/2018	(60000)	Buyback		
				31/03/2019	114		114	0
3.	#Mukesh Mahesh Taliwal	55700	1.88					
				25/05/2018	(5)	Market Sale	55695	1.88
				13/07/2018	(50000)	Buyback	5695	0.19
				31/03/2019	0		5695	0.23
4.	Kinnari Mitesh Gothi	0	0					
				10/08/2018	197	Market Purchase	197	0.01
				17/08/2018	2786		2983	0.12
				24/08/2018	140		3123	0.12
				31/08/2018	4253		7376	0.29
				21/09/2018	857		8233	0.33
				28/09/2018	3246		11479	0.45
				05/10/2018	4266		15745	0.62
				29/03/2019	1444		17189	0.68
				31/03/2019	1000		18189	0.72

## NETLINK SOLUTIONS (INDIA) LIMITED

Sl. No.	Shareholding	Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year					
					No. of shares at the beginning of the year(1/04/2018)	% of total shares of the Company	No. of shares end of the year(31/03/2019)	% of total shares of the company		
5.	#Pranil Prabhakar Borse									
		13862	0.47							
				13/07/2018	(13862)	Buyback	0	0		
						31/03/2019	0	0		
6.	Satish Chand	12960	0.44	-	-	Due to Buyback	12960	0.51		
7.	Gunwantiben Amritlal Sanghvi	12500	0.42	-	-	Due to Buyback	12500	0.49		
8.	#VLSL Securities Private Limited	11909	0.40							
						30/06/2018	(11909)	Buyback	0	0
						31.03.2019	0		0	0
9.	Vivek Raghu Shetty	10329	0.35	-	-	Due to Buyback	10329	0.41		
10.	#Lalit Kumar Saraf HUF .	10000	0.34							
						29/06/2018	(10000)	Buyback	0	0
						31/03/2019	0		0	0
11.	Chandresh Ishwarlal Sheth	0	0							
						20/07/2018	2085	Market Purchase	2085	0.08
						03/08/2018	1830		3915	0.15
						10/08/2018	1085		5000	0.20
						24/08/2018	5000		10000	0.40
						31/03/2019	0		10000	0.40
12.	Sanjay Amritlal Sanghvi	10000	0.34	-	-	Due to Buyback	10000	0.40		
13.	Amit Viren Sagar	10000	0.34	-	-	Due to Buyback	10000	0.40		
14.	Ashish Parmanand Malhotra	9900	0.33	-	-	Due to Buyback	9900	0.39		
15.	Y P Jacob Grand	0	0							
						08/06/2018	2000	Market Purchase	2000	0.07
						29/06/2018	3940		5940	0.20
						03/08/2018	100		6040	0.24
						17/08/2018	2000		8040	0.32
						24/08/2018	1578		9618	0.38
						31/03/2019	0		9618	0.38
16.	Vivek Shrivastava	0	0							
						12/10/2018	8500	Market Purchase	8500	0.34
						30/03/2019	0	-	8500	0.34

## NETLINK SOLUTIONS (INDIA) LIMITED

# The Company has completed Buy-Back of 4,37,775 equity shares of Rs. 10 each and the same were extinguished vide confirmation Letter dated July 16, 2018 issued by NSDL.

### (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(1/04/2018)	% of total shares of the company				No. of shares end of the year(31/03/2019)	% of total shares of the company
<b>A</b>	<b>DIRECTORS</b>							
1	Minesh Modi	814869	27.46	-	4.75	buyback	814869	32.22
2	Rupa Modi	637954	21.50	-	3.39	buyback & Market sale	629454	24.89
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>	Nil	Nil	Nil	Nil
<sub>1</sub> Addition	Nil	Nil	Nil	Nil
<sub>1</sub> Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

## 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 V. Modi (Whole Time Director)	Rupa M. Modi (Executive Director & CFO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000	48,00,000
	(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	-	-	-
	<b>Total (A)</b>	<b>24,00,000</b>	<b>24,00,000</b>	<b>48,00,000</b>
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (the "Act"). However, members in their general meeting approved the above remuneration in compliance with the Schedule V of the Act.		

#### 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				
	1 Fee for attending board / committee meetings	Nil	Nil	Nil	NA
	1 Commission	Nil	Nil	Nil	NA
	1 Others, please specify	Nil	Nil	Nil	NA
	<b>Total (B1)</b>	Nil	Nil	Nil	NA
B2	Other Non-Executive Directors	NA	NA	NA	NA
	1 Fee for attending board / committee meetings	NA	NA	NA	NA
	1 Commission	NA	NA	NA	NA
	1 Others, please specify	NA	NA	NA	NA
	<b>Total (B2)</b>	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	1% of the Net Profit of the Company			

## NETLINK SOLUTIONS (INDIA) LIMITED

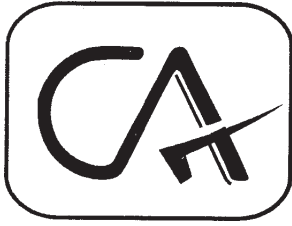
**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD –  
(There was no CEO in the Company)**

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Ms.Ayushi Thakuriya (Company Secretary)	Mrs. Rupa M Modi (CFO)*	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	2,34,000		2,34,000
	(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	2,34,000	Nil	2,34,000

*\* Mrs. Rupa M 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)
<b>A. COMPANY</b>					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA



# *JHAWAR MANTRI & ASSOCIATES*

CHARTERED ACCOUNTANTS

217, Great Eastern Galleria,  
Plot No. 20, Sector 4,  
Nerul, Navi Mumbai,  
Maharashtra - 400 706.

Tel. : 022-27721467  
Telefax : 022-27721557  
E-mail : accounts@jhawarmantri.com  
Website : jhawarmantri.com

---

## **INDEPENDENT AUDITOR'S REPORT ON THE IND AS FINANCIAL STATEMENTS**

**TO THE MEMBERS OF NETLINK SOLUTIONS (INDIA) Limited**

### **Report on the Audit of the Ind AS Financial Statements**

We have audited the accompanying Ind AS Financial Statements of Netlink Solutions (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 (the 'Act'), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2019, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flow and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with ethical requirements that are relevant to our audit of financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flow and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## NETLINK SOLUTIONS (INDIA) LIMITED

---

### Other Matters

Our opinion on the financial statements is not modified in respect of the above matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act ("the Order"), and on the basis of examination 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 the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate report in **Annexure 'B'**;
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, (as amended), in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company has disclosed the impact of pending litigation as at March 31, 2019 on its financial position in its Ind AS financial statements – Refer Note 25
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

**For Jhavar Mantri & Associates  
Chartered Accountants  
(Firm Registration No.113221W)**

**B . P . MANTRI  
Partner  
M. No. 045701**

Place: Mumbai  
Date: 30<sup>th</sup> May 2019

# **NETLINK SOLUTIONS (INDIA) LIMITED**

---

## **ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

**The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended 31<sup>st</sup> March 2019, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of three years. In our opinion this periodicity of the physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. The company is engaged in the business of web designing, Print media, exhibition 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 explanations given to us, the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause no. iii(a), 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 are no loans to directors including entities in which they are interested in respect of which the provisions of section 185 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments made.
- 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, 2013 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, 2013.
- 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, Goods and service tax and any other statutory dues where ever applicable with the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, the company had received order from the income tax department for A Y 2015-16 determining the demand of Rs 3569460 in earlier year. The company had deposited 725000/ against the said demand under protest and filed the appeal

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

before the Commissioner of Income tax (Appeals). The company received order from Commissioner of Income tax (Appeals) wherein appeal is allowed partly. The Company had also filed appeal before the ITAT against the CIT (Appeals) order. However the company had not received rectification order from the income tax officer for giving the effect of CIT (Appeals) order which will resulted into the nil income tax demand.

- viii. The company has not taken any loan from financial institution, bank, Government or there are no due to debenture holders hence the clause viii of the order is not applicable to the company.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us the managerial remuneration has been paid for provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review therefore clause (xiv) of the order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Jhawar Mantri & Associates  
Chartered Accountants  
(Firm Registration No.113221W)**

**B . P . MANTRI  
Partner  
M. No. 045701**

Place: Mumbai  
Date: 30<sup>th</sup> May 2019

# **NETLINK SOLUTIONS (INDIA) LIMITED**

---

## **ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls over financial reporting under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Netlink Solutions (India) Limited** ('the company') as of 31<sup>st</sup> March 2019 in conjunction with our audit of the Ind AS financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These Responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the Ind AS financial statements, whether due to fraud and error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial controls over financial reporting those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2019 based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai  
Date: 30<sup>th</sup> May 2019

**For Jhavar Mantri & Associates**  
**Chartered Accountants**  
**(Firm Registration No.113221W)**

**B . P . MANTRI**  
**Partner**  
**M. No. 045701**

# NETLINK SOLUTIONS (INDIA) LIMITED

## BALANCE SHEET

(All amounts in INR Lakhs, unless otherwise stated)

PARTICULARS	NOTE	AS AT 31 MARCH 2019	AS AT 31 MARCH 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	20.25	16.69
Financial assets			
Investments	4	696.08	719.60
Deferred tax assets (Net)	5	13.36	9.23
Other non-current assets	6	23.89	18.54
		<b>753.58</b>	<b>764.06</b>
<b>Current assets</b>			
Financial assets			
Trade receivable	7	47.45	36.27
Cash and cash equivalents	8	5.50	10.09
Other bank balances	8	1.12	28.06
Other financial assets	9	-	40.00
Other current assets	10	0.38	39.16
		<b>54.45</b>	<b>153.57</b>
Disposal group - assets held for sale	11	263.40	263.40
		317.85	416.97
		<b>1,071.43</b>	<b>1,181.03</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	252.92	296.70
Other equity	13	769.70	850.76
		<b>1,022.62</b>	<b>1,147.46</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings		-	-
<b>Current liabilities</b>			
Financial liabilities			
Trade and other payables other than MSME	14	-	1.01
Trade and other payables to MSME	14	-	-
Other financial liabilities	15	16.49	4.60
Other current liabilities	16	7.49	1.93
Provisions	17	0.07	1.27
		<b>24.05</b>	<b>8.81</b>
Disposal group - liabilities directly associated with assets held for sale	11	24.76	24.76
		<b>48.81</b>	<b>33.57</b>
		<b>1,071.43</b>	<b>1,181.03</b>

**Significant accounting policies & corporate information** 1 & 2

The notes referred to above form an integral part of financial statements  
As per our report of even date attached.

**For Jhawar Mantri & Associates**  
**Chartered Accountants**  
Firm registration no. 113221W

for and on behalf of the Board of Directors of  
**NETLINK SOLUTIONS (INDIA) LIMITED**

**B. P. Mantri**  
Partner  
Membership number: 045701  
Place: Mumbai  
Date: 30/05/2019

**Minesh Modi** (Whole Time Director)      **Rupa M. Modi** (Executive Director & CFO)  
**Ayushi Thakuriya** (Company Secretary)  
Place: Mumbai  
Date: 30/05/2019

# NETLINK SOLUTIONS (INDIA) LIMITED

## STATEMENT OF PROFIT AND LOSS

*(All amounts in INR Lakhs, unless otherwise stated)*

PARTICULARS	NOTE	AS AT 31 MARCH 2019	AS AT 31 MARCH 2018
<b>Income</b>			
Revenue from operations	18	46.03	475.03
Other income	19	125.27	37.90
<b>Total Income</b>		<b>171.31</b>	<b>512.93</b>
<b>Expenses</b>			
Cost of material and services consumed	20	29.32	308.51
Employee benefits expense	21	85.82	77.91
Finance costs	22	0.03	0.60
Depreciation and amortisation	23	3.39	4.70
Other expenses	24	88.36	82.80
<b>Total expenses</b>		<b>206.92</b>	<b>474.52</b>
<b>Profit before tax</b>		<b>(35.61)</b>	<b>38.41</b>
Tax expense:			
Income Tax - current year	29	-	11.56
Income Tax - earlier year	29	-	0.20
Deferred tax charge/ (credit)	29	(4.13)	17.35
<b>(Loss) / Profit for the year from continuing operations</b>		<b>(31.48)</b>	<b>9.30</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss (net of tax)		-	-
(ii) Items that will be reclassified to profit or loss (net of tax)		-	-
<b>Total Comprehensive Income for the period and Other Comprehensive Income</b>		<b>(31.48)</b>	<b>9.30</b>
<b>Earning per share (equity shares, par value Rs 10 each)</b>			
Basic	27	-1.19	0.31

The notes are an integral part of these financial statements.

**For Jhavar Mantri & Associates**  
Chartered Accountants  
Firm registration no. 113221W

**B. P. Mantri**  
Partner  
Membership number: 045701  
Place: Mumbai  
Date: 30/05/2019

for and on behalf of the Board of Directors of  
**NETLINK SOLUTIONS (INDIA) LIMITED**

**Minesh Modi** (Whole Time Director)      **Rupa M. Modi** (Executive Director & CFO)  
**Ayushi Thakuriya** (Company Secretary)  
Place: Mumbai  
Date: 30/05/2019



# NETLINK SOLUTIONS (INDIA) LIMITED

## CASH FLOW STATEMENT

(All amounts in INR Lakhs, unless otherwise stated)

PARTICULARS	AS AT 31 MARCH 2019	AS AT 31 MARCH 2018
<b>Cash flow from operating activities</b>		
Profit for the period	(35.61)	38.41
<i>Adjustments for :</i>		
Depreciation and amortization expense	3.39	4.70
Finance costs	0.01	0.51
Interest income	(0.16)	(0.53)
Dividend income	(6.67)	(9.64)
Net loss (gain) on financial assets designated at fair value through profit and loss	66.74	51.00
Loss /(profit) on sale of assets	(3.67)	-
Profit on sale of investments	(9.57)	(27.73)
<i>Changes in operating assets and liabilities</i>		
Trade and other receivables	67.64	31.57
Trade and other payables	15.24	(25.33)
<b>Net cash provided by operating activities before taxes</b>	<b>97.34</b>	<b>62.97</b>
Income taxes paid	(5.40)	(27.60)
<b>Net cash provided by operating activities</b>	<b>91.94</b>	<b>35.37</b>
<b>Cash flow from investing activities</b>		
(Purchase) / Proceeds from sale of equity investment	(33.65)	(31.01)
Addition to fixed assets (net)	(3.29)	(0.55)
Income received	0.16	0.53
Dividend income received	6.67	9.64
<b>Net cash used in investing activities</b>	<b>(30.10)</b>	<b>(21.39)</b>
<b>Cash flow from financing activities</b>		
Finance costs paid	(0.01)	(0.51)
Repayment of Buyback of shares	(93.36)	
(Repayment) / proceeds of long-term borrowings	-	(10.67)
<b>Net cash used in financing activities</b>	<b>(93.37)</b>	<b>(11.18)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(31.53)</b>	<b>2.81</b>
Cash and cash equivalents at the beginning of the year	38.15	35.34
<b>Cash and cash equivalents at the end of the period (Note 8)</b>	<b>6.62</b>	<b>38.15</b>

**For Jhavar Mantri & Associates**  
Chartered Accountants  
Firm registration no. 113221W

*for and on behalf of the Board of Directors of*  
**NETLINK SOLUTIONS (INDIA) LIMITED**

**B. P. Mantri**  
Partner  
Membership number: 045701

**Minesh Modi**                      **Rupa M. Modi**  
(Whole Time Director)              (Executive Director & CFO)

Place: Mumbai  
Date: 30/05/2019

**Ayushi Thakuriya**  
(Company Secretary)  
Place: Mumbai  
Date: 30/05/2019

# NETLINK SOLUTIONS (INDIA) LIMITED

(All amounts in INR lakhs, unless otherwise stated)

## Statement of changes in equity

### A. Equity Share Capital

Particulars	Number	Amount
Balance at the beginning of the year - As at 01 April 2018	2,967,000	296.70
Changes in equity share capital during the F.Y. 2018-19	(437,775)	(43.78)
<b>Balance at the end of the year 31 March 2019</b>	<b>2,529,225</b>	<b>252.92</b>

### B. Other Equity

Particulars	Reserves & Surplus			Total other equity
	General Reserve	Capital Redemption Reserve	Retained Earnings	
<b>Balance at the Opening of the reporting period 01 april 2017</b>	11.80	0	829.66	841.46
Profit for the financial year 2017-18			9.30	9.30
<b>Balance at the Opening of the reporting period 01 april 2018</b>	11.80	-	838.96	850.76
Direct expense incurred on Buyback of shares including premium on shares buy-back	-		(49.58)	(49.58)
Nominal value of shares bought back transferred to Capital redemption reserve account in compliance to Section 69 of the Companies Act, 2013 and other applicable provisions if any		43.78	(43.78)	-
Loss for the financial year 2018-19	-		(31.48)	(31.48)
<b>Balance at the end of the reporting period 31 March 2019</b>	<b>11.80</b>	<b>43.78</b>	<b>714.12</b>	<b>769.70</b>

**For Jhwar Mantri & Associates**  
Chartered Accountants  
Firm registration no. 113221W

for and on behalf of the Board of Directors of  
**NETLINK SOLUTIONS (INDIA) LIMITED**

**B. P. Mantri**  
Partner  
Membership number: 045701

**Minesh Modi**  
(Whole Time Director)

**Rupa M. Modi**  
(Executive Director & CFO)

Place: Mumbai  
Date: 30/05/2019

Place: Mumbai  
Date: 30/05/2019

**Ayushi Thakuriya**  
(Company Secretary)

# NETLINK SOLUTIONS (INDIA) LIMITED

---

## Notes to the standalone financial statements for the year ended 31 March 2019

### 1. Corporate information

Netlink Solutions (India) Limited ('the Company') was incorporated under the provisions of the Companies Act applicable in India.

These financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2019.

### 2. Basis of preparation and Significant accounting policies:

#### 2.1. Basis of preparation:

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") notified under The Companies (Indian Accounting Standards) Rules, 2015 and The Companies (Indian Accounting Standards) amendment Rules 2016, as amended with effect from April 1, 2017. The financial statements of the Company have been prepared and presented in accordance with Ind AS. Previous year numbers in the financial statements have been stated to Ind AS.

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained further in the accounting policies below.

- Certain financial assets like investment in equity shares are measured at fair value,
- Assets held for sale which form part of disposal group are measured at cost or fair value less cost to sale whichever is lower.

The standalone financial statements are presented in INR ("₹") and all the values are rounded off to the nearest lakhs (INR100,000) except when otherwise indicated.

#### 2.2. Summary of significant accounting policies

##### a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized in normal operating cycle or within twelve months after the reporting period
- Held primarily for the purpose of trading, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period or

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

### **b) Significant accounting, judgments, estimates and assumptions**

The preparation of the Company's Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the accompanying disclosures, and the disclosure of contingent assets and contingent liabilities on the date of the standalone financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty as at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

#### **Investment in equity shares:**

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors..

#### **Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessments by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Company's domicile. Minimum Alternative Tax ("MAT") credit is recognized as deferred tax asset based on evidence that the Company will pay normal income tax during the specified period. Significant judgments are involved in determining the future taxable income and future book profits, including amount of MAT credit available for set-off.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculations based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

### **Impairment of financial assets**

The Company assesses impairment of financial assets ('Financial instruments') and recognises expected credit losses in accordance with Ind AS 109. The Company provides for impairment of trade receivables and unbilled revenue outstanding for more than 1 year from the date they are due for payment and billing respectively. The Company also assesses for impairment of financial assets on specific identification basis at each period end. Also, refer note 2(---).

The Company provides for impairment of investment in subsidiaries. Impairment exists when there is a diminution in value of the investment and the recoverable value of such investment is lower than the carrying value of such investment.

### **c) Fair value measurement**

The company measures financial instrument such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability - or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

## NETLINK SOLUTIONS (INDIA) LIMITED

---

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Currently company carries those instruments in level 1 inputs of the above mentioned fair value hierarchy.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**d) Financial instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**i. Financial assets**

**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Debt instruments assets at amortized cost
- Equity instruments measured at fair value through profit or loss (FVTPL)

When assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income).

**Debt instruments at amortized cost**

A debt instrument is measured at amortized cost (net of any write down for impairment) if both the following conditions are met:

- the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes), and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit and loss. The losses arising from impairment are recognized statement of profit and loss. This category generally applies to trade and other receivables

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

### **Financial assets at fair value through OCI (FVTOCI)**

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

### **Financial assets at fair value through profit and loss**

FVTPL is a residual category for company's investment instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

### **Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has not made any such election. This classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment, However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### **Derecognition**

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement ";" it evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized when:

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### **Impairment of financial assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS109 ('Financial instruments') requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### **ii. Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, lease obligations, and other payables.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Financial liabilities at amortized cost**

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **De recognition**

A financial liability is de recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially



## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

**iii. Offsetting of financial instruments**

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

**iv. Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**e) Property, plant and equipment**

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant if the recognition criteria are met.

Capital work in progress is stated at cost. Capital work-in-progress comprises of expenditure incurred for construction of building.

Property, plant and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of Property, Plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets which are as per the useful life prescribed in schedule II of the Companies Act, 2013.

***Transition to Ind AS***

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, plant and equipment recognized as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such Property, plant and equipment.

## NETLINK SOLUTIONS (INDIA) LIMITED

---

**f) Impairment of non-financial assets**

Non-financial assets including Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the standalone statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the standalone statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

**g) Lease**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**Where the Company as a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. An operating lease is a lease other than a finance lease.

**Operating lease:**

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis.

**h) Revenue recognition**

The Company derives its revenues from website development, information media and treasury.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The following specific recognition criteria must also be met before revenue is recognized:

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

Revenue from website development and information media services provided on a time-and-material basis is recognized upon performance of services and at the agreed contractual rates. Further, revenue from treasury investment activities like investment in quoted equity shares are measured at fair value through profit or loss at each reporting date.

Provisions for estimated losses on contracts are recorded in the period in which such losses become probable based on the current contract estimates.

The Company collects goods and service tax, service tax, sales tax and other taxes as applicable in the respective tax jurisdictions where the Company operates, on behalf of the government and therefore it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

### **ii. Other income**

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date. The right to receive dividend is generally established when shareholders approve the dividend.

Interest income is recognized as it accrues in the standalone statement of profit and loss using effective interest rate method.

### **i) Foreign currency translation**

#### **i. Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### **ii. Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### **iii. Exchange differences**

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

### **j) Taxes**

Tax expense comprises of current and deferred tax.

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Tax liability under Minimum Alternate Tax ("MAT") is considered as current tax. MAT entitlement is considered as deferred tax.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

## **NETLINK SOLUTIONS (INDIA) LIMITED**

---

Deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in OCI or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **k) Provisions, Contingent liabilities, Contingent assets and Commitments:**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

### **l) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

### **m) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Executive Management in deciding how to allocate resources and in assessing performance. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

## NETLINK SOLUTIONS (INDIA) LIMITED

---

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to the segments on the basis of their relationship to the operating activities of the segment.

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under 'unallocated revenue/expenses/assets/liabilities'.

### **n) Retirement and other employee benefits**

Employee benefits include provident fund and compensated absences.

#### **Defined contribution plans**

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the standalone statement of profit and loss.

#### **Short-term employee benefits**

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. Compensated absences, which are expected to be utilized within the next 12 months, are treated as short-term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

### **o) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value are unrestricted for withdrawal and usage

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **p) Recent accounting pronouncements**

#### **Ind AS 116 - Leases:**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116 "Leases". Ind AS 116 will replace the existing leases standards, Ind AS 17 Leases and related interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the Lessee and Lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of profit and loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual period beginning on or after April 1, 2019 as per management the effect on adoption of Ind AS 115 was insignificant.

## NETLINK SOLUTIONS (INDIA) LIMITED

### Notes to the financial statements

(All amounts in INR lakhs, unless otherwise stated)

#### 3 Property, plant & equipment

Particulars	Computer	Office equipments	Air conditioner	Furniture & fixture	Motor car	Total
<b>Deemed cost</b>						
At April 1, 2018	1.03	1.00	0.49	0.15	23.42	26.09
Additions		-			8.12	8.12
Disposal					(1.16)	(1.16)
<b>At March 31, 2019</b>	<b>1.03</b>	<b>1.00</b>	<b>0.49</b>	<b>0.15</b>	<b>30.38</b>	<b>33.05</b>
<b>Accumulated depreciation</b>						
At April 1, 2018	0.17	0.40	0.23	-	8.60	9.40
Charge for the year	0.17	0.21	0.11	0.00	2.89	3.39
Disposals					-	-
<b>At March 31, 2019</b>	<b>0.35</b>	<b>0.61</b>	<b>0.34</b>	<b>0.00</b>	<b>11.49</b>	<b>12.79</b>
<b>Net block as at 31 March 2018</b>	<b>0.86</b>	<b>0.60</b>	<b>0.26</b>	<b>0.15</b>	<b>14.82</b>	<b>16.69</b>
<b>Net block as at 31 March 2019</b>	<b>0.68</b>	<b>0.39</b>	<b>0.15</b>	<b>0.15</b>	<b>18.88</b>	<b>20.25</b>

#### 4 Investments - Non-current

Particulars	As at 31-03-2019		As at 31-03-2018	
	Number of units	Amount	Number of units	Amount
<b>Investment in equity instruments-Quoted</b>				
<b>Measured at fair value through profit and loss</b>				
APAR INDUSTRIES LTD	2,500	16.85	-	-
ASHIANA HOUSING LTD	20,000	23.02	20,000.00	30.78
BAJAJ CONSUMER CARE LTD	11,700	36.28	2,000.00	9.44
CENTUM ELECTRONICS LIMITED	2,000	8.67	2,000.00	10.15
COROMONDAL INTERNATIONALL LTD	3,000	14.98	3,000.00	15.71
DIVIS LAB LTD	1,655	28.19	1,950.00	21.25
FORTIS HEALTH CARE LTD	40,000	54.32	40,000.00	49.36
GMR INFRASTRUCTURE LTD	100,000	19.80	-	-
GRANUELS LTD	10,000	11.43	-	-
GUJRAT PIPAVAV PORT LTD	9,105	9.07	10,715.00	15.47
HDFC BANK LTD	700	16.22	700.00	13.24
HERO MOTOCORP LTD	380	9.71	450.00	15.95
HOUSING DEVELOPMENT FINANCE CORP LTD	720	14.16	850.00	15.51
HOUSING AND URBAN DEVELOPMENT CO	20,000	8.99		
ICICI BANK LTD	1,650	6.58	3,300.00	9.19
KARNATAKA BANK LTD	10,000	13.35	10,000.00	11.51
THE KARUR VYSYA BANK LTD	57,750	41.35	52,500.00	52.95
LANCOR HOLDINGS LTD	32,865	5.47	32,865.00	8.79
LIC HOUSING FINANCE LTD	3,185	16.99	3,750.00	20.07
L&T FIANCE HOLDING LTD	17,000	25.92	20,000.00	31.41

## NETLINK SOLUTIONS (INDIA) LIMITED

MAHINDRA HOLIDAYS & RESORTS INDIA LTD	11,000	26.41	12,150.00	35.51
MAHINDRA & MAHINDRA LTD	2,125	14.28	2,500.00	18.51
M.P. POLYPROPYLENE LTD (AIKYAM INTELLECTUAL PROPERTY CONSULTANCY LTD)	176,598	12.54	176,598.00	12.54
NAVA BHARAT VENTURES LTD	65,000	72.64	70,000.00	94.19
NESCO LTD	4,250	20.49	5,000.00	27.60
OIL AND NATURAL GAS CORPORATION LTD	-	-	10,000.00	17.78
POKARNA LTD	10,000	17.10	10,000.00	17.81
POWER GRID CORP LTD	-	-	10,000.00	19.39
PTC INDIA FINANCIAL SERVICES LTD	88,001	14.00	88,001.00	21.30
PTC INDIA LTD	20,750	15.26	23,000.00	20.03
RELIANCE INFRASTRUCTURE LTD	-	-	6,000.00	25.61
RELIANCE NIPPON LIFE ASSET LTD	11,000	23.11	-	-
SUNDRAM FASTNERS LTD	4,250	24.05	5,000.00	27.59
TD POWER SYSTEMS LTD	13,800	16.92	15,000.00	28.46
VASCON ENGINEERS LTD	10,000	1.53	10,000.00	3.33
VRL LOGISTICS LTD	4,250	12.00	5,000.00	19.22
ZEE ENTERTAINMENT ENTERPRISES LTD	10,000	44.43	-	-
	<b>775,234.00</b>	<b>696.08</b>	<b>652,329.00</b>	<b>719.60</b>

Note : The fair value of investments in quoted Equity shares is Rs 696.08 lacs

### 5. Deferred tax asset

Particulars	As at 31 March 2019	As at 31 March 2018
Property, plant & equipment	0.50	1.57
Carryforward tax losses	12.85	7.66
	<b>13.36</b>	<b>9.23</b>

### 6. Other non-current assets

Particulars	As at 31 March 2019	As at 31 March 2018
Advance income tax (net of provision for tax)	23.66	18.26
Other deposits	0.24	0.28
<b>Total</b>	<b>23.89</b>	<b>18.54</b>

### 7. Trade receivables

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured considered good	47.45	36.27
	<b>47.45</b>	<b>36.27</b>

### 8. Cash and cash equivalents

Particulars	As at 31 March 2019	As at 31 March 2018
Cash on hand	0.82	0.02
Balances with banks		
- in current accounts	4.69	10.08
- in fixed Deposits with original maturity for less than 3 months		
	<b>5.50</b>	<b>10.09</b>



## NETLINK SOLUTIONS (INDIA) LIMITED

<b>Other bank balances</b>		
Balances with banks		
- in fixed deposits with original maturity for more than 3 months but less than 12 months*	1.12	28.06
	<b>1.12</b>	<b>28.06</b>
	<b>6.62</b>	<b>38.15</b>

### 9. Other financial assets

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Unsecured, considered good (measured at amortized cost)</b>		
Lease deposit -related party (refer note below)	0.00	40.00
	<b>0.00</b>	<b>40.00</b>

The Company has entered an operating lease contract for one year having renewal every year and the said deposit carries nil interest and payable on demand.

### 10. Other current assets

Particulars	As at 31 March 2019	As at 31 March 2018
Other advances	0.38	37.69
Other statutory taxes	0.00	1.46
<b>Total</b>	<b>0.38</b>	<b>39.16</b>

### 11. Disposal group - held for sale

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Assets and liabilities of the disposal group held for sale</b>		
Office Premises 302	78.26	78.26
Office Premises 304	64.82	64.82
Office Premises 404	70.51	70.51
Office Premises 405	49.80	49.80
<b>Assets held for sale</b>	<b>263.40</b>	<b>263.40</b>
Capital creditors	24.76	24.76
<b>Liabilities held for sale</b>	<b>24.76</b>	<b>24.76</b>

During financial year 2015-16, management decided to sell office premises situated at Mumbai in near future. Accordingly, all corresponding assets pertaining to office premises are presented as disposal group held for sale. Efforts to sell the disposal group have started and sale is expected in near future. As at 31 March 2019, management highly expects that they will be able to materialize the sale transaction in near future.

As at reporting date, the disposal group has been stated at cost and comprises the following assets and liabilities. Management believes that the fair value less costs to sell is higher than their carrying value.

## NETLINK SOLUTIONS (INDIA) LIMITED

### 12 Equity

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Authorised capital</b> 100,000,000(Previous Year : 10,000,000 equity shares of Rs 10 each)	1,000.00	1,000.00
<b>Issued, subscribed and paid-up</b>  25,29,225 equity shares of Rs 10 each (previous year: 29,67,000 equity shares of Rs 10 each)	252.92	296.70
	<b>252.92</b>	<b>296.70</b>

**Notes:**

**a) Equity shareholders holding more than 5 percent shares in the Company:**

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of shares	%	No. of shares	%
Minesh Modi	814,869	32.22%	814,869	27.46%
Rupa Modi	629,454	24.89%	637,954	21.50%
Aum Securities Private Limited	-	0.00%	157,786	5.32%

**b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year is as given below:**

Particulars	As at 31 March 2019		As at 31 March 2018	
	No. of shares	Amount (INR lakhs)	No. of shares	Amount (INR lakhs)
Number of equity shares outstanding at the beginning of the year	2,967,000	296.70	2,967,000	296.7
Number of equity shares buyback during the year	-437775	-43.78	-	-
Number of equity shares outstanding at the end of the year	2,529,225	252.92	2967000.00	296.70

**c) Rights, preferences and restrictions attached to equity shares:**

The Company has only one class of shares referred to as equity shares having par value of Rs 10 each. Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholders' meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**d) Buyback of shares and shares allotted by way of bonus shares:**

The Company has not allotted any fully paid-up equity shares by way of bonus shares during the period of five years immediately preceding the balance sheet date nor has it issued shares for consideration other

## NETLINK SOLUTIONS (INDIA) LIMITED

than cash. Further, during the financial year 2018-19, the Company has bought back 437,775 number of equity shares at Rs 17 per share, also incurred direct expense on buy-back Rs18.94 lacs. Premium on shares bought back including direct expense adjusted against retained earnings of the company.

### 13 Other Equity

Particulars	As at 31 March 2019	As at 31 March 2018
<b>(i) General reserve</b>		
Opening	11.80	11.80
Addition/(Deletion)		
Closing	11.80	11.80
<b>(ii) Capital redemption reserve</b>		
Opening	0.00	0.00
Addition/(Deletion)	43.78	0.00
Closing	<b>43.78</b>	<b>0.00</b>
<b>(ii) Retained Earnings</b>		
Surplus/(Deficit) in the statement of profit and loss		
Opening balance	838.96	829.66
Less : Direct expense incurred on Buyback of shares including premium on shares buy-back	-49.58	0.00
Less : Nominal value of shares bought back transferred to Capital redemption reserve account in compliance to Section 69 of the Companies Act, 2013	-43.78	
Add: Loss for the year	-31.48	9.30
	<b>714.12</b>	<b>838.96</b>
	<b>769.70</b>	<b>850.76</b>

#### General reserve

This represents transfer of profit from surplus in profit and loss account.

#### Retained Earnings

Retained earnings comprises of prior years' undistributed earnings after taxes

### 14 Trade payables

Particulars	As at 31 March 2019	As at 31 March 2018
Dues to Micro, Small and Medium Enterprises		
Others	0.00	1.01
	<b>0.00</b>	<b>1.01</b>

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2016 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the MSMED Act is not expected to be material. The Company does not have any principal or interest dues to micro and small enterprises as at 31 March 2019 and 31 March 2018.

## NETLINK SOLUTIONS (INDIA) LIMITED

### 15 Other financial liabilities

Particulars	As at 31 March 2019	As at 31 March 2018
Current maturity of long term borrowing	0.00	0.00
Creditors for expenses	16.49	4.60
	<b>16.49</b>	<b>4.60</b>

### 16 Other current liabilities

Particulars	As at 31 March 2019	As at 31 March 2018
Advance from customers	0.00	1.10
Other payable	0.19	0.00
Statutory dues payable	7.30	0.82
	<b>7.49</b>	<b>1.93</b>

### 17 Provisions - Current

Particulars	As at 31 March 2019	As at 31 March 2018
Expenses	0.07	1.27
	<b>0.07</b>	<b>1.27</b>

### 18 Revenue from operations

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Advertisement Income	0.00	7.89
Exhibition Income including consultancy services (note 1)	40.54	460.95
Google Income	0.00	0.33
Subscription Income	0.00	0.01
Website & Internet Promotion	5.50	5.85
	<b>46.03</b>	<b>475.03</b>

During the financial year, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers and the same has no significant impact on the revenue of the Company for the financial year 2018-19.

### 19 Other income

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Non-refundable consideration received as a part of agreed consideration - (from Exhibition business)	105.20	-
Profit on sale of Assets	3.67	-
Dividend from Current & Non Current investment	6.67	9.64
Interest on Current Investment	0.16	0.53
Bonus shares	0.00	-
<b>Net Gain &amp; Loss on Sale of Investment</b>		
From Long term Investment (Equity shares)	10.58	8.98
From Current Investment	(1.01)	18.75
	<b>125.27</b>	<b>37.90</b>

## NETLINK SOLUTIONS (INDIA) LIMITED

### 20 Cost of material and services consumed

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Cost of material consumed</b>		
Paper Consumption	-	3.23
	-	3.23
<b>Cost of services consumed</b>		
Exhibition expense	26.93	295.96
Job Charges	-	7.00
Website Expense	2.39	2.32
	<u>29.32</u>	<u>305.28</u>
	<b>29.32</b>	<b>308.51</b>

### 21 Employee benefits expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salary	37.82	41.16
Directors Remuneration	48.00	36.75
	<b>85.82</b>	<b>77.91</b>

### 22 Finance costs

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Bank Charges	0.02	0.09
Interest	0.01	0.51
	<b>0.03</b>	<b>0.60</b>

### 23 Depreciation expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Depreciation expense	3.39	4.70
	<b>3.39</b>	<b>4.70</b>

### 24 Other expenses

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Advertisement Expenses	0.76	0.65
Bad debts	-	3.31
Computer Exps	-	0.22
Electricity Expenses	0.80	0.85
Insurance	0.57	0.61
Internet Expenses	0.13	0.25
Listing & Other Fees	3.15	3.32
Legal Exps	1.09	
Misc /Office Expense	2.69	1.55
Motor Car Expenses	1.57	1.71
Municipal Taxes & Society Charges	1.77	1.61
Payment to Auditors	1.00	2.50
Postage & Courier Expense	0.01	1.64
Printing & Stationery	0.60	0.66
Professional Fees	5.39	11.02
Share Dealing Expenses & Demate Charge	0.72	0.47
Swachh Bharat service tax	-	0.04
Staff welfare	0.38	0.29
Telephone Expense	0.14	0.35
Travelling & Conveyance Expenses	0.85	0.74
Fair valuation loss on equity investments	66.74	51.00
	<b>88.36</b>	<b>82.80</b>

## NETLINK SOLUTIONS (INDIA) LIMITED

### 25 Contingent liabilities and commitments

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Contingent liabilities</b>		
Income tax demand & disputes pending before appellate authorities (refer note below)	35.69	35.69

The company had received order u/s 143(3) of the income tax Act for A Y 2015-16 determining the demand of Rs 3569460/ in earlier year

The company had deposited Rs 725000/ against the said demand under protest and filed the appeal before the Commissioner of Income tax (Appeals) . The company had received order from Commissioner of Income tax (Appeals) wherein appeal is allowed partly. The Company had also filed appeal before the ITAT against the CIT (Appeals) order. However the company had not received rectification order from the income tax officer for giving the effect of CIT (Appeals) order which will resulted into the nil income tax demand.

### 26 Auditors' remuneration excluding applicable tax

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
As auditor		
- statutory audit	1.00	2.50
- for taxation matters		
	<b>1.00</b>	<b>2.50</b>

### 27 Earnings per share

The following table sets forth the computation of basic and diluted earnings per share :

*(Figures in Rupees except number of shares)*

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Net profit for the year attributable to equity shareholders	(31.48)	9.30
Weighted average number of equity shares of Rs 10 each used for calculation of basic earnings per share (adjusted for partly paid shares)	2656360	2,967,000
Earnings per share, basic and diluted*	-1.19	0.31
*The Company has no potentially dilutive equity shares		

### 28 Related party transaction

#### (i) Names of related parties and description of relationship :

##### a) Key management personnel

- (1) Mr. Minesh V. Modi (Whole Time Director)
- (2) Ms. Rupa M. Modi Director (Executive Director and CFO)

##### a) Other related parties where common control exists

- (1) Aditya Fincap Private Limited.

## NETLINK SOLUTIONS (INDIA) LIMITED

**(ii) Related party transactions:**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Director' Remuneration	48.00	36.75

**(iii) Amounts outstanding as at the balance sheet date:**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Lease deposits	0.00	40.00

**29 Income tax**

Income tax expense in the statement of profit and loss consists of:

Statement of profit or loss	For the year ended 31 March 2019	For the year ended 31 March 2018
Current income tax:		
In respect of the current period	-	11.56
In respect of the earlier year	-	0.20
<b>Deferred tax</b>		
In respect of the current period	(4.13)	17.35
<b>Income tax expense reported in the statement of profit or loss</b>	<b>(4.13)</b>	<b>29.11</b>
<b>Income tax recognised in other comprehensive income</b>		
- Deferred tax arising on income and expense recognised in other comprehensive income	-	-
<b>Total</b>	<b>(4.13)</b>	<b>29.11</b>

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit before tax	(35.61)	38.41
Enacted income tax rate in India	26.00%	25.75%
Computed expected tax expense	(9.26)	9.89
<b>Effect of:</b>		
Income from investment exempt from tax	(2.00)	(4.80)
Unrealised loss on fair value of equity investment is disallowed for tax purpose	17.35	13.13
Tax (credit) / paid as per book profit	-	(0.14)
Expenses disallowed for tax purpose	18.00	1.77
Different tax rates of short-term capital gain investment in equity shares	-	0.76
Others	(28.22)	8.50
<b>Total income tax expense</b>	<b>(4.13)</b>	<b>29.11</b>

## NETLINK SOLUTIONS (INDIA) LIMITED

### Deferred tax

Deferred tax relates to the following:

	Balance sheet		Statement of profit and loss	
	As at		For the year ended	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Property, plant and equipment	0.50	1.57	(1.07)	(0.18)
Tax losses	12.85	7.66	5.19	(17.17)
<b>Net deferred tax assets/ (liabilities)</b>	<b>13.36</b>	<b>9.23</b>	<b>4.13</b>	<b>(17.35)</b>

The Company has not created deferred tax assets on the following:

Particulars	As at	As at
	31 March 2019	31 March 2018
<b>Details of MAT credit</b>		
-FY 2014-15	22.60	22.60
-FY 2015-16	2.53	2.53
-FY 2016-17	12.48	12.48
<b>Total</b>	<b>37.60</b>	<b>37.60</b>

### 30 Segment reporting

#### a) Information about Business Segment (for the year 2018-19):

Particulars	Software Development	Info Media	Treasury	Total
<b>REVENUE</b>				
Total Revenue	5.50	145.74	(50.33)	100.91
<b>Profit / (loss) before tax</b>	(2.73)	85.43	(54.10)	28.60
Less: Unallocated expenses				64.21
<b>Profit / (loss) before tax</b>				<b>(35.61)</b>
Provision for Tax				
Current				-
Deferred				(4.13)
Short provision for tax				-
<b>Profit for the year After Tax</b>				<b>(31.48)</b>
<b>OTHER INFORMATION</b>				
Capital Employed (Segment Asset-Segment Liabilities)	1.28	27.05	937.91	966.24
Unallocated				56.38
<b>Total</b>				<b>1,022.62</b>



## NETLINK SOLUTIONS (INDIA) LIMITED

### b) Information about Business Segment (for the year 2017-18):

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	6.18	468.85	(13.10)	461.93
<b>Profit / (loss) before tax</b>	<b>(1.43)</b>	<b>119.98</b>	<b>(17.07)</b>	<b>101.48</b>
Less: Unallocated expenses				63.07
<b>Profit / (loss) before tax</b>				<b>38.41</b>
Provision for Tax				
Current				11.56
Deferred				17.35
Short provision for tax				0.20
<b>Profit for the year After Tax</b>				<b>9.30</b>
<b>OTHER INFORMATION</b>				
Capital Employed	1.55	76.97	989.28	1,067.80
(Segment Asset-Segment Liabilities)				
Unallocated				79.66
<b>Total</b>				<b>1,147.46</b>

### c) Geographical Segment:

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

### 31 Earning in foreign Exchange:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Website & Internet Promotion	-	0.33
Exhibition Income	-	45.13

### 32 Expenditure in foreign Exchange:

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Website & Internet Promotion	2.39	2.32

## NETLINK SOLUTIONS (INDIA) LIMITED

### 33 Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

Financial assets	March 31, 2019	Carrying value March 31, 2018
<b>Fair value through profit and loss</b>		
Investment in equity shares (*)	696.08	719.60
<b>Amortised cost</b>		
Trade receivable (^)	47.45	36.27
Cash and cash equivalents (^)	5.50	10.09
Other bank balances(^)	1.12	28.06
Other financial assets (^)	-	40.00
<b>Total assets</b>	<b>750.15</b>	<b>834.02</b>
<b>Financial liabilities</b>		
<b>Amortised cost</b>		
Borrowings (^)	-	-
Trade and other payables (^)	-	1.01
Other financial liabilities (^)	16.49	4.60
<b>Total liabilities</b>	<b>16.49</b>	<b>5.61</b>

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(\*) The fair value of these investment in equity shares are calculated based on quoted market rate and classified as level 1 fair value hierarchy.

(^) The carrying value of these accounts are considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 of fair value hierarchy.

### 34 Financial risk management

The Company has exposure to following risks arising from financial instruments-

- credit risk
- market risk
- liquidity risk

#### (a) Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

## NETLINK SOLUTIONS (INDIA) LIMITED

---

### (b) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) from its financing activities including deposits with banks and investment in quoted equity instruments.

#### i) Trade and other receivables:

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

#### Expected credit loss (ECL) assessment for corporate customers as at March 2019 and 31 March 2018

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables and unbilled revenue

	As at 31 March 2019		As at 31 March 2018	
	Gross Carrying		Gross Carrying	
	Amount	Provision Amount	Amount	Provision Amount
Trade receivables	47.45	-	36.27	-
	47.45	-	36.27	-

#### ii) Other financial assets and deposits with banks:

Credit risk on cash and cash equivalent is limited as (including bank balances, fixed deposits and margin money with banks) the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies.

### (c) Market Risk

#### Equity price risk

The Company is exposed to equity price risk from investments in equity securities measured at fair value through profit and loss. The Management monitors the proportion of equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

## NETLINK SOLUTIONS (INDIA) LIMITED

### Sensitivity analysis - Equity price risk

Company's equity investments are listed on Bombay Stock Exchange (BSE) or National Stock Exchange (NSE) in India. For these investments classified as fair value through profit and loss, the impact of a 2% increase in the BSE and NSE index at the reporting date profit or loss would have been an increase of INR 0.15 lacs after tax (2016-17: INR 14.24 lacs after tax). An equal change in opposite direction would have decreased profit or loss by same amount.

### Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its short term borrowings in nature of working capital loans, which carry floating interest rates. Accordingly, the Company's risk of changes in interest rates relates primarily to the Company's debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant. The impact on entity's loss before tax due to change in the interest rate/ fair value of financial liabilities are as disclosed below:

	Year Ended March 31, 2019		Year Ended March 31, 2018	
	Change in interest rate	effect of after tax	Change in interest rate	effect of after tax
Vehicle loan	0%	-	+1%	0.01
	0%	-	-1%	(0.01)

### (d) Liquidity Risk

Liquidity is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing the liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived.

### Exposure to liquidity risk

The table below details the Company's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Carrying value	Contractual cash flows			
		Total	On demand	< 1 Yr	>1 Yr
<b>31 March 2019</b>					
Trade and other payables	-	-	-	-	-
Other financial liabilities	16.49	16.49	16.49	-	-
	<b>16.49</b>	<b>16.49</b>	<b>16.49</b>	-	-
<b>31 March 2018</b>					
Trade and other payables	1.01	1.01	1.01	-	-
Other financial liabilities	4.60	4.60	4.60	-	-
	<b>5.61</b>	<b>5.61</b>	<b>5.61</b>	-	-

## NETLINK SOLUTIONS (INDIA) LIMITED

---

### 35 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business and to maximise the shareholders value. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company's adjusted net debt to equity ratio is analysed as follows:

Particulars	31 March 2019	31 March 2018
Total equity (A)	1,022.62	1,147.46
Total borrowings (B)		-
<b>Total capital (C)= (A) +(B)</b>	<b>1,022.62</b>	<b>1,147.46</b>
Total loans and borrowings as a percentage of total capital (B/C)	0.00%	0.00%
Total equity as a percentage of total capital (A/C)	100.00%	100.00%

**For Jhavar Mantri & Associates**  
Chartered Accountants  
Firm registration no. 113221W

for and on behalf of the Board of Directors of  
**NETLINK SOLUTIONS (INDIA) LIMITED**

**B. P. Mantri**  
Partner  
Membership number: 045701

**Minesh Modi**  
(Whole Time Director)

**Rupa M. Modi**  
(Executive Director & CFO)

Place: Mumbai  
Date: 30/05/2019

Place: Mumbai  
Date: 30/05/2019

**Ayushi Thakuriya**  
(Company Secretary)

## **NETLINK SOLUTIONS (INDIA) LIMITED**

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai – 400053

Tel.: 022-26335583,26335584,26371422,26371522;

Email: netlink@easy2source.com,; web site:www.nsil.co.in; CIN: L45200MH1984PLC034789

### **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 THIRTY-FOURTH ANNUAL GENERAL MEETING of the Company held on Monday, the 30th of September, 2019 at 9.00 A.M. at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053, Maharashtra.

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.

## NETLINK SOLUTIONS (INDIA) LIMITED

507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053

T: + 91 22 26335583 F: + 9122 26371746 CIN: L45200MH1984PLC034789

Email: [netlink@easy2source.com](mailto:netlink@easy2source.com) Website: [www.nsil.co.in](http://www.nsil.co.in)

### PROXY FORM

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

Form No. MGT-11

CIN:	L45200MH1984PLC034789
Name of the Company:	NETLINK SOLUTIONS (INDIA) LIMITED
Registered office:	507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053
Name of the Member(s):	
Registered Address:	
E-mail id:	
Folio No./Client Id:	
DP ID	

I/We, being the member (s) of Netlink Solutions (India) Limited holding ..... Shares of the Company, hereby appoint:

1. Name:		
Address :		
Email Id:	Signature	
or failing him / her		
2. Name:		
Address :		
Email Id:	Signature	
or failing him / her		
3. Name:		
Address :		
Email Id:	Signature	
or failing him / her		

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company to be held at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053 on Monday, the 30<sup>th</sup> September, 2019 at 9:00A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Minesh Modi (DIN 00378378) who retires by rotation and being eligible, offers himself for re-appointment.			

## NETLINK SOLUTIONS (INDIA) LIMITED

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
3	To consider and, if thought fit, to pass the following resolution as a Special Resolution:-Re-appointment of Mr. Yogesh Becharbhai Girnara as an Independent Director			
4	To consider and, if thought fit, to pass the following resolution as a Special Resolution:-Re-appointment of Mr. Rajendra Shishupal Lokare as an Independent Director			
5	To consider and, if thought fit, to pass the following resolution as a Special Resolution:-Re-appointment of Mr. Premnath Tidiprasad Mishra as an Independent Director			

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

Signature of the Member: .....

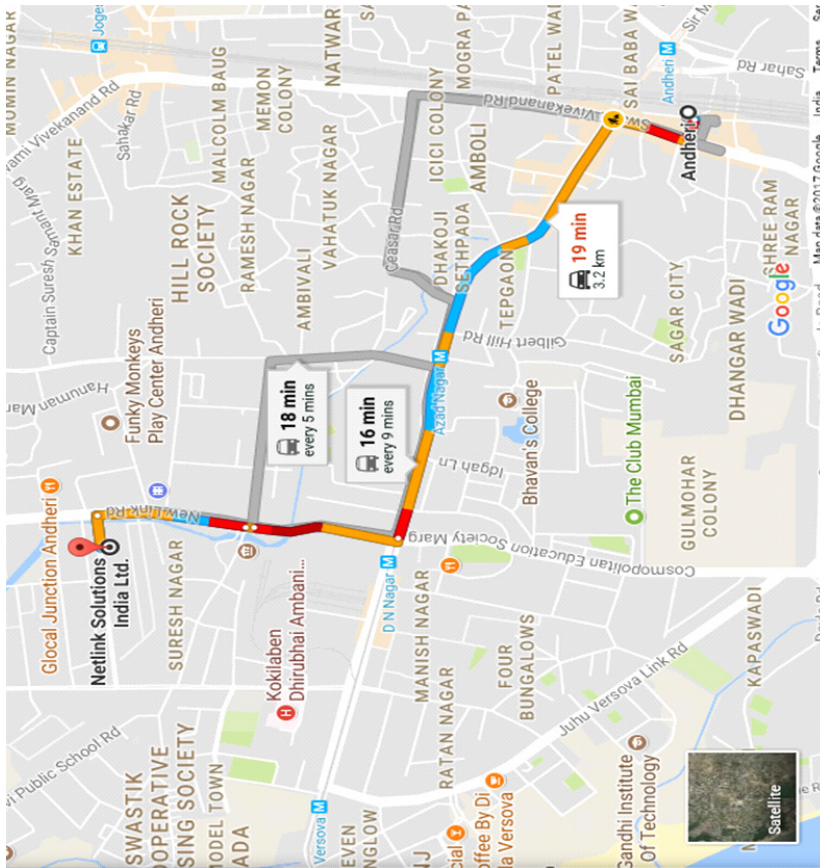
Signature of Proxy holder(s): .....

Affix Revenue Stamp of not less than Re1
---

**Notes:**

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting;
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.





**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.