



NETLINK SOLUTIONS (INDIA) LIMITED

33rd ANNUAL REPORT

2017-2018



NETLINK SOLUTIONS (INDIA) LIMITED

33RD 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
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<i>BANKERS</i>	HDFC BANK LIMITED
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<i>AUDITORS</i>	M/S JHAWAR MANTRI AND ASSOCIATES CHARTERED ACCOUNTANTS
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<i>REGISTERED OFFICE</i>	507, LAXMI PLAZA, LAXMI INDUSTRIAL ESTATE, OFF NEW LINK ROAD, ANDHERI (W), MUMBAI – 400 053
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<i>REGISTRAR AND TRANSFER AGENT</i>	ADROIT CORPORATE SERVICES PVT. LTD. 19, JAFFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI – 400 059.
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NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Saturday, September 29, 2018 at 9a.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 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 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 Mrs. Rupa Minesh Modi (DIN 00378383) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify/ appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the approval of the Members at the Thirty Second Annual General Meeting (“AGM”) of the Company held on September 30, 2017, the Company hereby ratifies the appointment of M/s Jhwar Mantri and Associates (ICAI Firm Registration No.113221W) as the Auditors of the Company, from the conclusion of Thirty Third AGM to hold office until the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2022 at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED THAT pursuant to the notified section of Companies (Amendment) Act, 2017 the Company shall not be required to seek the approval of the shareholders for the ratification appointment of Statutory auditor from the next AGM till the conclusion of the AGM to be held in the year 2022.”

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

By Order of the Board

Minesh Modi
Whole Time Director
DIN NO: 00378378

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

Place: Mumbai
Date: 14.08.2018

NETLINK SOLUTIONS (INDIA) LIMITED

Notes

- A. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.

- B. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 27th September, 2018, 9:00A.M. IST). A proxy form for the AGM is enclosed).

- C. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

- D. The Company's Registrar and Transfer Agents for its Share Registry Work are Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.

- E. The Register of Members and Transfer Books of the Company will be closed from September 24, 2018 to September 29, 2018 (both days inclusive).

- F. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Adroit Corporate Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

- G. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed there under, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form)

- H. Members are requested to:
 - (a) intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
 - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

- I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

- J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

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K. Mr. Mukesh Siroya, Practicing Company Secretary (Membership No. F5682) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper 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 able to exercise their right at the meeting through ballot paper.
- 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 remote e-voting period commences on Tuesday, September 25, 2018 (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 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-into 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.
Your User ID details are given below

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds shares in demat account with CDSL.	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 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

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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 siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

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 or call on toll free no.: 1800-222-990 or send a request evoting@nsdl.co.in

- VI. 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.

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).

- VII. 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).

- VIII. 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 22, 2018.

- IX. 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 22, 2018, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or netlink@easy2source.com.

However, if they are already

registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/Password' option available on www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800-222-990.

- XI. 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.

- XII. 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.

- XIII. Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries (Membership No. F5682) has been appointed for 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.

- XIV. 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.

- XV. 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

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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 countersign the same and declare the result of the voting forth with.

- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.
- XVII. 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.
- XVIII. Mrs. Rupa Minesh Modi being longest in the office retires by rotation at the for thcoming Annual General Meeting. Mrs. Rupa Minesh Modi Being eligible has offered herself for re-appointment. Names of Companies in which she hold directorships and membership/ chairpersonships of Board committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure requirements) regulations, 2015 are given below.

Brief details of Mrs. \Rupa Modi as Whole-time Director and CFO seeking re-appointment is given below:

Name of the Director	Mrs. Rupa Modi
Designation	Executive Director & CFO
Din No	00378383
Date of Birth	19/12/1963
Date of Appointment	25/02/2005
Directorship held in other companies	Aditya Fincap Private Limited
Memberships/Chairmanships of Committees across Public Companies	No
Brief Profile covering experience, achievements etc	Rich experience in the field of Finance and General Business management
Qualifications	Diploma in Medical Laboratory Technology
Shares held in the Company	637954 Equity Shares
Relationship with Directors	Wife of Mr. Minesh Modi

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

By Order of the Board

Minesh Modi
Whole Time Director
DIN NO: 00378378

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

Place: Mumbai
Date: 14.08.2018

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DIRECTORS' REPORT

Directors' Report to the Members

Your Directors present their Thirty Third Annual Report together with the Audited Financial Statement of your Company for the year ended 31st March, 2018.

Financial Highlights

(Rs. in Lacs)

Financial Performance	2017-18	2016-17
Total Income	512.93	563.58
Total Expenditure	474.52	311.13
Profit Before Depreciation and Tax	43.11	357.14
Less: Deprecation	4.70	4.69
Net Profit before Tax	38.41	252.45
Tax Expense:		
Income Tax- Current Tax	11.56	12.48
Income Tax-Earlier year	0.20	0.00
Deferred tax Charges/(Credit)	17.35	4.99
Net Profit after Tax	9.30	234.98

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. 512.93 Lacs as compared to previous year total of Rs. 563.58 Lacs. Our company has made Profit amounting to Rs.9.30 Lacs after tax as compared to the Profit of Rs, 234.98 Lacs.

Share Capital

The Board at its meeting held on 9th 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 8th 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. 21st May, 2018) on a proportionate basis through the 'tender offer' route. The Buy-back

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offer opened on June 19, 2018 and closed on July 02, 2018. The Company concluded the buyback procedures on 11th July, 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.

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 Disclosure 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 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. 2.97 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 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.

In terms of provisions of Section 152(6) of the Act, Mrs. Rupa Modi (**00378383**), being longest in the office, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Ms. Ayushi Thakuriya was appointed as Company Secretary and Compliance Officer of the Company and designated as Key Managerial Personnel of the Company w.e.f. October 1, 2017, pursuant to section 203 of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Evaluation

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

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

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 Disclosure Requirements) Regulations, 2015, the Independent Directors held a Meeting on March 31, 2018, 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.

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.

Meetings

During the year under review the Board of Directors met 7(Seven) times on May 30, 2017, July 15, 2017, August 14, 2017, October 1, 2017, November 29, 2017, February 9, 2018 and March 31, 2018. 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.

Sr. No.	Name of Directors	Number of Meetings held	Number of Meetings attended
1	Minesh V. Modi	7	7
2	Rupa M. Modi	7	7
3	Yogesh B. Girnara	7	7
4	Rajendra S. Lokare	7	7
5	Premnath T. Mishra	7	7

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Directors' Responsibility Statement

Pursuant to Section 134(5)(c) of the Act, your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2018, 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, 2018 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 complies with all applicable secretarial standards.

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, 2017, August 14, 2017, November 29, 2017, and on February 9, 2018. 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.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 Independent Directors, Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra. The Committee met 3 times on 15th July, 2017, 14th August, 2017 and 1st October, 2017. 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 appointment of directors and senior management and Policy on Remuneration of Directors, Key Managerial Personnel and Employees of the Company in accordance with the

NETLINK SOLUTIONS (INDIA) LIMITED

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.

Statutory Auditors

The Shareholders at their 32nd Annual General Meeting ("AGM") held on 30th September, 2017, approved the appointment of Jhavar 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 32nd AGM till the conclusion of 37th AGM, subject to the ratification of their appointment by the Members at every AGM of the Company.

As required under the provisions of Section 139 and 141 of the Companies Act, 2013, the Company has received a written consent and certificate from Jhavar Mantri and Associates, Chartered Accountants (FRN: 113221W) to the effect that they are eligible to continue as the Statutory Auditor of the Company.

The Members are requested to ratify the appointment of the Statutory Auditors as aforesaid and fix their remuneration. Accordingly, the appointment of Jhavar Mantri and Associates is being placed before the Shareholders for ratification.

Pursuant to Notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending Section 139 of the Act, the mandatory requirement for ratification of appointment of Auditors by the Shareholders at every AGM has been omitted. Accordingly, the yearly ratification of appointment of the Auditors would not be done at every intervening AGM held after the ensuing AGM i.e. 33rd AGM as the requirement had been done away in the Companies Act, 2013.

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

NETLINK SOLUTIONS (INDIA) LIMITED

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 2017-18. The Secretarial Audit report for the financial year ended March 31, 2018 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.

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 here with 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**.

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

NETLINK SOLUTIONS (INDIA) LIMITED

proposed transaction is expected to be 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.

Sexual Harassment

Your Directors further state that during the year 2017-18, 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.

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.

Acknowledgment

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

For and on behalf of the Board of Directors,

Minesh Modi
Chairman & Whole Time Director
DIN : 00378378

Rupa Modi
Executive Director & CFO
Din No: 00378383

Date: August 14, 2018
Place: Mumbai

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure – I

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

1. Industrial Structure and Developments

In 2017-2018, 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

Netlink Solutions (India) Limited currently 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. It is in this context, the Company had successfully conducted Exhibition and looking to gain from this experience and feel this division will gain momentum with the time to come. The Company also proposes to venture back into the field of construction and development, which happens to be one of the main objects of the Company.

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, 2018 is Rs. 512.93 lacs (Previous Year Rs. 563.58 lacs). Net Profit before tax was Rs. 38.41 lacs as compared to Previous Year's Rs. 252.45 lacs. The Company is optimistic about its proposed 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

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

DEFINITIONS

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

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

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

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

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

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

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

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

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

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

I. APPOINTMENT OF DIRECTORS

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

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

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

NETLINK SOLUTIONS (INDIA) LIMITED

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.

Policy Statement

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

NETLINK SOLUTIONS (INDIA) LIMITED

- 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

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.

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.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Name	Designation	Ratio
Mr. Minesh Modi	Whole Time Director	28.41 times the median remuneration of the employees of the Company
Mrs. Rupa Modi	Executive Director and Chief Financial Officer	27.27 times the median remuneration of the employees of the Company

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	312.50%
Mrs. Rupa Modi	300%

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 169.23% 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:

The number of on-rolls employees is 19. Out of this, there were 6 permanent employees as on March 31, 2018.

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:

The average percentage increase in remuneration made in the salaries of the total employees other than the Key Managerial Personnel during the Financial Year 2017-18 was around 91.78% while the average increase in the remuneration of the Key Managerial Personnel was around 206.25%. The remuneration of the managerial personnel is based on the remuneration policy as recommended by the Nomination and Remuneration policy as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

The Members,

NETLINK SOLUTIONS (INDIA) LIMITED

We have conducted the secretarial audit of the compliance 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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (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 (Share Based employee Benefits) Regulations, 2014; 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 to the extent of securities issued;

NETLINK SOLUTIONS (INDIA) LIMITED

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; 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/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or 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 happened 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. Approval of Buy-back of Shares of the Company in the Board Meeting held on 09th February, 2018

**For Tarun Jain & Associates
Company Secretaries**

**TARUN JAIN
(Prop.)**

**Membership No.: F4645
C.P. No.: 4317**

Place: New Delhi

Date: 09th August, 2018

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and form 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: 09th August, 2018**

**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.

NIL

For and on behalf of the Board of Directors,

Minesh Modi
Chairman & Whole Time Director
DIN : 00378378

Rupa Modi
Executive Director & CFO
Din No: 00378383

Date: 14.08.2018
Place: Mumbai

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE VI

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L45200MH1984PLC034789
ii)	Registration Date	13.12.1984
iii)	Name of the Company	Netlink Solutions (India) Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares (Indian Non-Government Company)
v)	Address of the Registered office and contact details	507, Laxmi Plaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai, Maharashtra – 400 053.
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd.19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. Tel. No.: 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 theProduct/ service	% to total turnover of thecompany
1.	Info Media Exhibition related Income	18112 and/or 7310	97.04%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

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

NETLINK SOLUTIONS (INDIA) LIMITED

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	14,52,823		14,52,823	48.97	14,52,823	0	14,52,823	48.97	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	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
Sub-total (A) (1):-	14,52,885	0	14,52,885	48.97	14,52,885	0	14,52,885	48.97	0
(2) Foreign									
a) NRIs -									
Individuals	0	0	0	0	0	0	0	0	0
b) Other -									
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter									
(A) = (A)(1)+(A)(2)	14,52,885	0	14,52,885	48.97	14,52,885	0	14,52,885	48.97	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	233106	0	233106	7.86	199719	0	199719	6.73	(1.13)
ii) Overseas	0	0	0	0	0	0	0	0	0

NETLINK SOLUTIONS (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1128896	0	1128896	38.05	1143863	0	1143863	38.55	0.50
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	146320	0	146320	4.93	163315	0	163315	5.50	0.57
c) Others (specify)									
c-i) clearing Member	265	0	265	0.01	0	0	0	0.00	(0.01)
c-ii) NRIs	5528	0	5528	0.19	7218	0	7218	0.24	0.06
Sub-total (B)(2):-	1514115	0	1514115	51.03	1514115	0	1514115	51.03	0
Total Public Shareholding									
(B)-(B)(1)+(B)(2)s	1514115	0	1514115	51.03	1514115	0	1514115	51.03	0
C. Shares held by Custodian for									
GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2967000	0	2967000	100	2967000	0	2967000	100	Nil

(ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Share holding at the end of the year (31.03.2018)			% 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	27.46	0.00	0.00
3.	Rupa M Modi	637954	21.50	0.00	637954	21.50	0.00	0.00
	Total	1452885	48.97	-	1452885	48.97	-	-

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

During the period under review there was no change in the shareholding of Promoters.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Sl. No.	Shareholding	Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year			
					No. of shares at the beginning of the year(1/04/2017)	% of total shares of the Company	No. of shares end of the year(31/03/2018)	% of total shares of the company
	For Each of the Top 10 Shareholders							
1.	Aum Securities Pvt Limited	157786	5.32	-	-	-	157786	5.32
2.	Motilal Laxkar	16553	0.56	21.04.2017 09.06.2017 31.03.2018	(180) 43741 0	Market Sale & Purchase	16373 60114 60114	0.55 2.03 2.03
3.	Mukesh Mahesh Taliwal	56200	1.89	28.04.2017 31.03.2018	(500) 0	Market Sale	55700 55700	1.88 1.88
4.	Indianivesh Securities Limited	17651	0.59	07.04.2017 14.04.2017 21.04.2017 28.04.2017 12.05.2017 19.05.2017 26.05.2017 21.07.2017 28.07.2017 04.08.2017 31.03.2018	350 3388 (9727) (6662) (700) (487) (3813) 100 400 1075 0	Market Purchase and Sale	18001 21389 11662 5000 4300 3813 0 100 500 1575 1575	0.61 0.72 0.39 0.17 0.14 0.13 0.00 0.00 0.02 0.05 0.05
5.	Pooja Bordia	20000	0.67	26.05.2017 31.03.2017	(15087) 0	Market Sale	4913 4913	0.17 0.17
6.	Kanahaiyalal Saraf	19926	0.67	- 21.07.2017 31.03.2018	- (10000) 0	Market Sale	9926 9926	0.33 0.33
7.	Pranil Prabhakar Borse	12962	0.44	09.03.2018 31.03.2018	900 0	Market Purchase	13862 13862	0.47 0.47
8.	Mansukh Stock Brokers Limited	13129	0.44	05.05.2017 31.03.2018	(12979) 0	Market Sale	150 150	0.01 0.01

NETLINK SOLUTIONS (INDIA) LIMITED

9.	Satish Chand	0	0.00	05.05.2017 31.03.2018	12960 0	Market Purchase	12960 12960	0.44 0.44
10.	Gunwantiben Amritlal Sanghvi	12500	0.42	-	-	-	12500	0.42
11.	VSL Securities Private Limited	11909	0.40	-	-	-	11909	0.40
12.	Vivek Raghu Shetty	10329	0.35	-	-	-	10329	0.35
13.	Sanjay Amritlal Sanghvi	10000	0.34	-	-	-	10000	0.34
14.	Lalit Kumar Saraf HUF	10000	0.34	-	-	-	10000	0.34

(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/ 2017)	% of total shares of the company				No. of shares end of the year(31/ 03/2018)*	% of total shares of the company
A	DIRECTORS							
1	Minesh Modi	814869	27.46	-	-	-	814869	27.46
2	Rupa Modi	637954	21.50	-	-	-	637954	21.50
B	KEY MANAGERIAL PERSONNEL	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
Indebtedness at the beginning of the financial year				
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
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
1 Addition	Nil	Nil	Nil	Nil
1 Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
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
Total (i+ii+iii)	Nil	Nil	Nil	Nil

NETLINK SOLUTIONS (INDIA) LIMITED

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Minesh Modi (Whole Time Director)	Rupa Modi (Whole Time Director & CFO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,75,000	18,00,000	36,75,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	18,75,000	18,00,000	36,75,000
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013 (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
	Total (B1)	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
	Total (B2)	NA	NA	NA	NA
	Total (B3)=(B1+B2)	Nil	Nil	Nil	NA
	Total Managerial Remuneration	Nil	Nil	Nil	NA
	Overall Ceiling as per the Act	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			
		Mr. Ankur Sen (Company Secretary)@	Mrs. Ayushi Thakuriya (Company Secretary)#	Mrs. Rupa Modi (CFO)*	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,000	78,000	-	88,000
	(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	10,000	78,000	Nil	88,000

@ Mr. Ankur Sen was appointed Company Secretary w.e.f January 18, 2017 and resigned from the Company w.e.f. April 15, 2017

#Ms. Ayushi Thakuriya was appointed Company Secretary of the Company w.e.f October 1, 2017

* 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)
A. COMPANY					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
B. DIRECTORS					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA

NETLINK SOLUTIONS (INDIA) LIMITED

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
email :advisor@jhawarmantri.com
Website : jhawarmantri.com

INDEPENDENT AUDITOR'S REPORT

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 comprises the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "Ind AS financial statements")

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss (including other comprehensive income) changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

NETLINK SOLUTIONS (INDIA) LIMITED

We are also responsible to conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to event or conditions that may cast significant doubt on the entities ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018, its Profit (including other comprehensive income) , its changes in equity and its cash flows for the year ended on that date.

Other Matter

Corresponding figures for the year ended 31st March 2017, have been audited by another auditor who expressed an unmodified opinion dated 30th May 2017 on the financial statements of the company for the year ended 31st March 2017.

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 (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement 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 Indian Accounting Standards specified under Section 133 of the Act,
 - e. On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the Director is disqualified as on 31st March 2018, 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 with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**'; and
 - 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position;
 - ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place : Mumbai
Date:30th May 2018

B . P . MANTRI
Partner
M. No. 045701

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure - A to the 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 31st March 2018, 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, sales - tax, service -tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues wherever applicable with the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2018 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. The company had deposited 725000/ against the said demand under protest and filed the appeal before the Commissioner of Income tax (Appeals).

NETLINK SOLUTIONS (INDIA) LIMITED

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

Place : Mumbai
Date : 30th May 2018

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

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure - B to the Auditors' Report

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 31st March 2018 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 there 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

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

NETLINK SOLUTIONS (INDIA) LIMITED

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, 2018 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.

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

Place : Mumbai
Date : 30th May 2018

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

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

(All Amount in INR Lacks, unless otherwise Stated)

Particulars	Note No.	AS AT 31.03.2018	AS AT 31.03.2017	AS AT 31.03.2016
ASSETS				
Non-current assets				
Property, Plant and Equipment	3	16.69	20.85	9.36
Financial assets				
Investments	4	719.60	711.86	479.56
Deferred tax assets (Net)	5	9.23	26.57	31.57
Other non-current assets	6	18.54	2.71	8.68
		764.06	761.99	529.17
Current assets				
Financial assets				
Trade receivable	7	36.27	102.00	33.18
Cash and cash equivalents	8	10.09	34.36	77.94
Other bank balances	8	28.06	0.99	0.92
Other financial assets	9	40.00	40.00	40.00
Other current assets	10	39.16	7.46	2.83
		153.57	184.81	154.87
Disposal group - assets held for sale	11	263.40	260.93	260.93
		416.97	445.73	415.80
		1,181.03	1,207.73	944.97
EQUITY & LIABILITIES				
Equity				
Equity share capital	12	296.70	296.70	296.70
Other equity	13	850.76	841.46	606.48
		1,147.46	1,138.16	903.18
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	14	-	5.72	-
		-	5.72	-
Current liabilities				
Financial liabilities				
Trade and other payables	15	1.01	8.79	2.21
Other financial liabilities	16	4.60	9.30	9.35
Other current liabilities	17	1.93	16.66	6.62
Provisions	18	1.27	6.81	1.31
		8.81	41.56	19.50
Disposal group - liabilities directly associated with assets held for sale	11	24.76	22.29	22.29
		33.57	63.85	41.79
		1,181.03	1,207.73	944.97
Significant accounting policies & corporate information	1 & 2			
The notes referred to above form an integral part of financial statements as per our report of event date attached				

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)

Ayushi Thakuriya
(Company Secretary)

Place : Mumbai
Date : 30.05.2018

Place : Mumbai
Date : 30.05.2018

NETLINK SOLUTIONS (INDIA) LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(All Amount in INR Lacks, unless otherwise Stated)

Particulars	Note	Year ended 31 March 2018	Year ended 31 March 2017
Income			
Revenue from operations	19	475.03	320.15
Other income	20	37.90	243.43
Total Income		512.93	563.58
Expenses			
Cost of material and services consumed	21	308.51	238.57
Employee benefits expense	22	77.91	40.21
Finance costs	23	0.60	0.70
Depreciation and amortisation	24	4.70	4.69
Other expenses	25	82.80	26.95
Total expenses		474.52	311.13
Profit before tax		38.41	252.45
Tax expense:			
Income Tax - current year	30	11.56	12.48
Income Tax - earlier year	30	0.20	-
Deferred tax charge/ (credit)	30	17.35	4.99
Profit (Loss) for the period from continuing operations		9.30	234.98
Other Comprehensive Income			
(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)		-	-
Total Comprehensive Income for the period and Other Comprehensive Income		9.30	234.98
Earning per share (equity shares, par value Rs 100 each)			
Basic	28	0.31	7.92
The notes are an integral part of these financial statements.			

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)

Ayushi Thakuriya
(Company Secretary)

Place : Mumbai
Date : 30.05.2018

Place : Mumbai
Date : 30.05.2018

NETLINK SOLUTIONS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(All Amount in INR Lacks, unless otherwise Stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit for the period	38.41	252.45
<i>Adjustments for :</i>		
Depreciation and amortization expense	4.70	4.69
Finance costs	0.51	0.56
Interest income	(0.53)	(0.41)
Dividend income	(9.64)	(7.28)
Net loss (gain) on financial assets designated at fair value through profit and loss	<u>51.00</u>	<u>(179.70)</u>
Loss on sale of assets	-	0.14
Profit on sale of investments	(27.73)	(54.86)
<i>Changes in operating assets and liabilities</i>		
Trade and other receivables	31.57	(71.43)
Trade and other payables	(25.33)	17.11
Net cash provided by operating activities before taxes	62.97	(38.71)
Income taxes paid	(27.60)	(8.53)
Net cash provided by operating activities	<u>35.37</u>	<u>(47.24)</u>
Cash flow from investing activities		
(Purchase) / Proceeds from sale of equity investment	(31.01)	2.26
Addition to fixed assets (net)	(0.55)	(16.32)
Income received	0.53	0.41
Dividend income received	9.64	7.28
Net cash used in investing activities	<u>(21.39)</u>	<u>(6.38)</u>
Cash flow from financing activities		
Finance costs paid	(0.51)	(0.56)
(Repayment) / proceeds of long-term borrowings	(10.67)	10.67
Net cash used in financing activities	<u>(11.18)</u>	<u>10.11</u>
Net decrease in cash and cash equivalents	2.81	(43.52)
Cash and cash equivalents at the beginning of the year	35.34	78.86
Cash and cash equivalents at the end of the period (Note 8)	<u>38.15</u>	<u>35.34</u>

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)

Ayushi Thakuriya
(Company Secretary)

Place : Mumbai
Date : 30.05.2018

Place : Mumbai
Date : 30.05.2018

NETLINK SOLUTIONS (INDIA) LIMITED

STATEMENT OF CHANGES IN EQUITY

(All Amount in INR Lacks, unless otherwise Stated)

A. Equity Share Capital

Particulars	Number	Amount
Balance at the beginning of the year - As at 01 April 2016	29,670,000	296.70
Changes in equity share capital during the F.Y. 2016-17	-	-
Balance at the end of the year 31 March 2017	2,967,000	296.70
Changes in equity share capital during the F.Y. 2017-18	-	-
Balance at the end of the year 31 March 2018	2,967,000	296.70

B. Other Equity

Particulars	Reserves & Surplus		Total other equity
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period - 01 April 2016 Ind AS Adjustments as on 1st April 2016	11.80 -	615.01 (20.32)	626.81 (20.32)
Restated balance at the beginning of the reporting period - April 1, 2016	11.80	594.68	606.48
Profit for the financial year 2016-17		234.98	234.98
Balance at the end of the reporting period 31 March 2017	11.80	829.66	841.46
Profit for the financial year 2017-18		9.30 -	9.30 -
Balance at the end of the reporting period 31 March 2018	11.80	838.96	838.96

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

B. P. Mantri
Partner
Membership number: 045701

Place : Mumbai
Date : 30.05.2018

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

Minesh Modi **Rupa M. Modi** **Ayushi Thakuriya**
(Whole Time Director) (Executive Director & CFO) (Company Secretary)

Place : Mumbai
Date : 30.05.2018

NETLINK SOLUTIONS (INDIA) LIMITED

Notes to the standalone financial statements for the year ended 31 March 2018

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, 2018.

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 restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under The Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2017 and April 1, 2016 and of the comprehensive net income for the year ended March 31, 2017. (refer note 37 for reconciliations and effects of transition).

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

NETLINK SOLUTIONS (INDIA) LIMITED

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 judgements, 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 recognised 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 recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, 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 recognised 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.

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 calculation is 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

NETLINK SOLUTIONS (INDIA) LIMITED

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, maximising 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 categorised 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:

- 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.

NETLINK SOLUTIONS (INDIA) LIMITED

i. Financial assets

Initial recognition and measurement

All financial assets are recognised 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 amortised cost
- Equity instruments measured at fair value through profit or loss (FVTPL)

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

Debt instruments at amortised cost

A debt instrument is measured at amortised 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 realise 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 amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation is included in finance income in the profit and loss. The losses arising from impairment are recognised statement of profit and loss. This category generally applies to trade and other receivables

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 derecognition of the asset, cumulative gain or loss previously recognised 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.

NETLINK SOLUTIONS (INDIA) LIMITED

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 derecognised when:

- 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 recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises 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.

NETLINK SOLUTIONS (INDIA) LIMITED

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 amortised cost, as appropriate.

All financial liabilities are recognised 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 amortised cost

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

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised 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 different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised 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 recognised amounts and there is an intention to settle on a net basis, to realise 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 recognised gains, losses (including impairment gains or losses) or interest.

NETLINK SOLUTIONS (INDIA) LIMITED

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 recognised 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 recognised 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.

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 recognised 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 recognised 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 recognised. Thereversal 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 recognised for the asset in prior years. Such reversal is recognised 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 fulfilment 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.

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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 recognised 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 recognised 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 recognised:

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 recognised 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.

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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 recognised 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.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised 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 recognised 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 recognised 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 recognised for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognised 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 recognised only to the extent that it is probable that the temporary differences will reverse in

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the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised 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 recognised 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 recognised 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 recognised 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.

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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.

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 recognised during the year when the employees render the service. Compensated absences, which are expected to be utilised 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

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rule, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial

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recognition of the related asset, expense or income, which an entity has received or paid advance consideration in foreign currency.

The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the same is not applicable to the Company.

Ind AS 115, Revenue from Contract with Customers: On March 28, 2018, the MCA notified the Ind AS 115. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transaction:

- Retrospective approach: Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting, Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch-up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April, 1, 2018. The company will adopt the standard on April 1, 2018 by using the cumulative catch-up transaction method and accordingly, comparatives for the year ending March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be very insignificant.

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Notes to the Financial Statement

(All Amount in INR Lacks, unless otherwise Stated)

3 Property, plant & equipment

Particulars	Computer	Office equipments	Air conditioner	Furniture & fixture	Motor car	Total
Deemed cost						
At April 1, 2016	0.48	0.78	0.49	0.15	7.46	9.36
Additions		0.22			16.60	16.82
Disposal					(0.64)	(0.64)
At March 31, 2017	0.48	1.00	0.49	0.15	23.42	25.54
Additions	0.55	-	-	-	-	0.55
Disposal						
At March 31, 2018	1.03	1.00	0.49	0.15	23.42	26.09
Accumulated depreciation						
At April 1, 2016	-	-	-	-	-	-
Charge for the year	-	0.20	0.11	0.00	4.38	4.69
Disposals					-	-
At March 31, 2017	-	0.20	0.11	0.00	4.38	4.69
Charge for the year	0.17	0.21	0.11	0.00	4.22	4.71
Disposals						
At March 31, 2018	0.17	0.40	0.23	0.01	8.60	9.40
Net block as at 1 April 2016	0.48	0.78	0.49	0.15	7.46	9.36
Net block as at 31 March 2017	0.48	0.81	0.38	0.14	19.04	20.85
Net block as at 31 March 2018	0.86	0.60	0.27	0.14	14.82	16.69

Notes:-

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4 Investments - Non-Current

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of units	Amount				
Investments - Non-current						
Investment in equity instruments-Quoted						
Measured at fair value through profit and loss						
ADITYA BIRLA FASHION AND RETAIL LTD	-	-	2,600.00	4.00	2,600.00	3.74
ADITYA BIRLA NUVO LTD	-	-	-	-	500.00	4.12
ASHIANA HOUSING LTD	20,000.00	30.78	20,000.00	45.52	-	-
BAJAJ CORP LTD	2,000.00	9.44	2,000.00	7.89	-	-
CENTUM ELECTRONICS LIMITED	2,000.00	10.15	3,500.00	20.44	2,000.00	10.41
CLARIANT CHEMICAL (INDIA) LTD	-	-	-	-	3,789.00	22.53
CROMPTON GREAVES CONSUMER ELECTRICALS LTD	-	-	-	-	27,360.00	0.55
CROMPTON GREAVES LTD	-	-	-	-	27,360.00	13.46
COROMONDAL INTERNATIONALL LTD	3,000.00	15.71	4,000.00	12.51	-	-
DIVIS LAB LTD	1,950.00	21.25	1,950.00	12.17	-	-
DEWAN HOUSING FINANCE CORPORATION LTD	-	-	-	-	5,000.00	9.81
GOLDMANSACHS MUTUAL FUND-CPSE ETF	-	-	90,000.00	25.40	90,000.00	17.88
FORTIS HEALTH CARE LTD	40,000.00	49.36	-	-	-	-
GUJRAT PIPAVAV PORT LTD	10,715.00	15.47	-	-	-	-
HDFC BANK LTD	700.00	13.24	700.00	10.10	5,700.00	61.06
HERO MOTOCORP LTD	450.00	15.95	450.00	14.51	250.00	7.36
HOUSING DEVELOPMENT FINANCE CORP LTD	850.00	15.51	850.00	12.77	850.00	9.40
ICICI BANK LTD	3,300.00	9.19	3,000.00	8.31	3,000.00	7.10
IDFC BANK LTD	-	-	-	-	20,000.00	9.65
IDFC LTD	-	-	-	-	20,000.00	8.08
RATTANINDIA POWER LTD	-	-	-	-	126,300.00	12.57
INFOSYS LTD	-	-	1,000.00	10.21	1,000.00	12.18
KARNATAKA BANK LTD	10,000.00	11.51	10,000.00	14.07	-	-
KCP LTD	-	-	20,000.00	20.78	-	-
THE KARUR VYSYA BANK LTD	52,500.00	52.95	42,500.00	47.66	13,770.00	60.09
LANCOR HOLDINGS LTD	32,865.00	8.79	-	-	-	-
LIC HOUSING FINANCE LTD	3,750.00	20.07	3,750.00	23.09	3,750.00	18.39
L&T FIANCE HOLDING LTD	20,000.00	31.41	20,000.00	24.69	-	-
MAHINDRA HOLIDAYS & RESORTS INDIA LTD	12,150.00	35.51	8,100.00	34.80	5,100.00	19.73
MAHINDRA & MAHINDRA LTD	2,500.00	18.51	1,250.00	16.06	600.00	7.26
M.P. POLYPROPYLENE LTD	176,598.00	12.54	176,598.00	12.54	176,598.00	12.54
(AIKYAM INTELLECTUAL PROPERTY CONSULTANCY LTD)	-	-	-	-	-	-
NAVA BHARAT VENTURES LTD	70,000.00	94.19	38,000.00	47.73	-	-
NESCO LTD	5,000.00	27.60	1,000.00	23.52	-	-
ORICON ENTERPRISES LIMITED	-	-	-	-	10,000.00	5.66
OIL AND NATURAL GAS CORPORATION LTD	10,000.00	17.78	-	-	-	-
PHOENIX LAMPS LTD	-	-	3,000.00	5.25	-	-
PIRAMAL ENTERPRISES LTD	-	-	1,000.00	19.02	-	-
POKARNA LTD	10,000.00	17.81	2,000.00	20.94	-	-
POWER GRID CORP LTD	10,000.00	19.39	10,000.00	19.72	10,000.00	13.91
PRAJ INDUSTRIES LTD	-	-	-	-	20,000.00	17.85
PTC INDIA FINANCIAL SERVICES LTD	88,001.00	21.30	88,001.00	36.52	88,001.00	29.88
PTC INDIA LTD	23,000.00	20.03	23,000.00	21.37	23,000.00	14.67
RELIANCE INFRASTRUCTURE LTD	6,000.00	25.61	6,000.00	34.11	6,000.00	32.02
SUNDRAM FASTNERS LTD	5,000.00	27.59	5,000.00	19.54	-	-
SKS MICROFINANCE LTD	-	-	-	-	4,000.00	21.83
SYNCOM HEALTHCARE LTD	-	-	-	-	40,000.00	2.49
TAKE SOLUTIONS PVT LTD	-	-	20,000.00	25.33	5,000.00	7.12
TD POWER SYSTEMS LTD	15,000.00	28.46	15,000.00	34.69	3,000.00	6.25
VASCON ENGINEERS LTD	10,000.00	3.33	-	-	-	-
VIMTA LABS LIMITED	-	-	10,000.00	11.06	-	-
VRL LOGISTICS LTD	5,000.00	19.22	5,000.00	15.56	-	-
	652,329.00	719.60	639,249.00	711.86	744,528.00	479.56

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Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
5 Deferred tax asset			
Property, plant & equipment	1.57	1.75	1.24
Carryforward tax losses	7.66	24.83	30.33
Total	9.23	26.57	31.57

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
6 Other non-current assets			
Advance income tax (net of provision for tax)	18.26	2.42	6.37
Other deposits	0.28	0.28	2.31
Total	18.54	2.71	8.68

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
7 Trade receivables			
Unsecured considered good	36.27	102.00	33.18
Total	36.27	102.00	33.18

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
8 Cash and cash equivalents			
Cash on hand	0.02	0.69	0.61
Balances with banks			
- in current accounts	10.08	33.67	77.33
- in fixed Deposits with original maturity for less than 3 months	10.09	34.36	77.94
Other bank balances			
Balances with banks			
- in fixed deposits with original maturity for more than 3 months but less than 12 months*	28.06	0.99	0.92
	28.06	0.99	0.92
Total	38.15	35.34	78.86

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Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
9 Other financial assets Unsecured, considered good (measured at amortized cost)			
Lease deposit -related party (refer note below)	40.00	40.00	40.00
	40.00	40.00	40.00

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.

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
10 Other current assets			
Other advances	37.69	7.46	2.83
Other statutory taxes	1.46	0.00	0.00
Total	39.16	7.46	2.83

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
11 Disposal group - held for sale Assets and liabilities of the disposal group held for sale			
Office Premises 302	78.26	77.52	77.52
Office Premises 304	64.82	64.21	64.21
Office Premises 404	70.51	69.85	69.85
Office Premises 405	49.80	49.33	49.33
Assets held for sale	263.40	260.93	260.93
Capital creditors	24.76	22.29	22.29
Liabilities held for sale	24.76	22.29	22.29

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 2018, 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.

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Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
12 Equity			
Authorised capital			
100,000,000 (previous year: 100,000,000, as at 01 April 2016: 100,000,000) equity shares of Rs 10 each	10,000.00	10,000.00	10,000.00
Issued, subscribed and paid-up			
2,967,000 equity shares of Rs 10 each (previous year: 2,967,000 equity shares of Rs 10 each, as at 01 April 2016: 29,670,000 equity share of Rs 1 each)	296.70	296.70	296.70
	296.70	296.70	296.70

Notes:

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

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	%	No. of shares	%	No. of shares	%
Minesh Modi	814,869	27.46%	814,869	27.46%	804,658	27.12%
Rupa Modi	637,954	21.50%	637,954	21.50%	637,954	21.50%
Aum Securities Private Limited	157,786	5.32%	157,786	5.32%	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 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount (INR lakhs)	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	296.7	2,967,000	296.7	29,670,000	296.7
Number of equity shares issued during the year	-	-	-	-	-	-
Number of equity shares outstanding at the end of the year	2,967,000	296.7	2,967,000	296.7	29,670,000	296.7

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

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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 nor has it bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has it issued shares for consideration other than cash.

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
13 Other Equity			
(i) General reserve			
Opening	11.80	11.80	11.80
Addition/(Deletion)			
Closing	11.80	11.80	11.80
(ii) Retained Earnings			
Surplus/(Deficit) in the statement of profit and loss			
Opening balance	829.66	594.68	594.68
Add: Profit for the year	9.30	234.00	0.00
	838.96	829.66	594.68
	850.76	841.46	606.48

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

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
14 Borrowings - Long-term Secured			
Loan bank - vehicle loan	0.00	5.72	0.00
	0.00	5.72	0.00

Need to mention terms

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
15 Trade payables			
Dues to Micro, Small and Medium Enterprises			
Others	1.01	8.79	2.21
	1.01	8.79	2.21

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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 2018 and 31 March 2017 and 1 April, 2016.

	Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
16	Other financial liabilities			
	Current maturity of long term borrowing	0.00	4.95	0.00
	Creditors for expenses	4.60	4.35	9.35
		4.60	9.30	9.35

	Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
17	Other current liabilities			
	Advance from customers	1.10	1.44	2.18
	Statutory dues payable	0.82	15.23	4.44
		1.93	16.66	6.62

	Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
18	Provisions - Current			
	Expenses	1.27	6.81	1.31
		1.27	6.81	1.31

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Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
19 Revenue from operations		
Advertisement Income	7.89	19.64
Exhibition Income	460.95	293.49
Google Income	0.33	0.07
Subscription Income	0.01	0.16
Website & Internet Promotion	5.85	6.79
	475.03	320.15

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
20 Other income		
Discount & Misc income	-	0.24
Dividend from Current & Non Current investment	9.64	7.28
Interest on Current Investment	0.53	0.41
Others Interest	-	-
Speculation P&L	-	0.84
Bonus shares	0.00	0.00
Fair valuation gain on investments	#VALUE!	#VALUE!
Exchange Fluctuation	-	0.11
Net Gain & Loss on Sale of Investment	-	-
From Long term Investment (Equity shares)	8.98	7.77
From Current Investment	18.75	47.09
	37.90	243.43

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
21 Cost of material and services consumed		
Cost of material consumed		
Paper Consumption	3.23	6.77
	3.23	6.77
Cost of services consumed		
Exhibition expense	295.96	219.66
Job Charges	7.00	9.48
Website Expense	2.32	2.66
	305.28	231.80
	308.51	238.57

NETLINK SOLUTIONS (INDIA) LIMITED

	Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
22	Employee benefits expense		
	Salary	41.16	28.21
	Directors Remuneration	36.75	12.00
		77.91	40.21
23	Finance costs		
	Bank Charges	0.09	0.14
	Interest	0.51	0.56
		0.60	0.70
24	Depreciation expense		
	Depreciation expense	4.70	4.69
		4.70	4.69
25	Other expenses		
	Advertisement Expenses	0.65	0.90
	Bad debts	3.31	6.15
	Computer Exps	0.22	-
	Commission	-	-
	Donation	-	0.15
	Electricity Expenses	0.85	0.52
	Insurance	0.61	0.63
	Internet Expenses	0.25	0.21
	Listing & Other Fees	3.32	2.63
	Loss on Sale of Car	-	0.14
	Misc /Office Expense	1.55	0.46
	Motor Car Expenses	1.71	0.62
	Municipal Taxes & Society Charges	1.61	1.64
	Payment to Auditors	2.50	2.50
	Postage & Courier Expense	1.64	1.73
	Printing & Stationery	0.66	1.07
	Professional Fees	11.02	3.48
	Repair & Maintenance	0.47	-
	Share Dealing Expenses & Demate Charge	0.04	1.69
	Swach Bharat service tax	0.29	0.93
	Staff welfare	-	0.36
	Telephone Expense	0.35	0.38
	Travelling & Conveyance Expenses	0.74	0.75
	Fair valuation loss on equity investments	51.00	0.00
		82.80	26.95

NETLINK SOLUTIONS (INDIA) LIMITED

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
26 Contingent liabilities and commitments			
Contingent liabilities			
Income tax demand & disputes pending before appellate authorities (refer note below)	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 35.69 lacs. The company had deposited Rs 7.25 lacs against the said demand under protest and filed the appeal before the Commissioner of Income tax (Appeals)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
27 Auditors' remuneration excluding applicable tax		
As auditor		
- statutory audit	2.50	2.00
- for taxation matters		0.50
	2.50	2.50

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 2018	For the year ended 31 March 2017
28 Earnings per share		
Net profit for the year attributable to equity shareholders	9.30	234.98
Weighted average number of equity shares of Rs 10 each used for calculation of basic earnings per share (adjusted for partly paid shares)	2,967,000	2,967,000
Earnings per share, basic and diluted*	0.31	7.92

*The Company has no potentially dilutive equity shares

29 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 2018	For the year ended 31 March 2017
Director' Remuneration	36.75	12.00

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

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Lease deposits	40.00	40.00	40.00

30 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 2018	For the year ended 31 March 2017
Current income tax:		
In respect of the current period	11.56	12.48
In respect of the earlier year	0.20	-
Deferred tax		
In respect of the current period	17.35	4.99
Income tax expense reported in the statement of profit or loss	29.11	17.47
Income tax recognised in other comprehensive income		
- Deferred tax arising on income and expense recognised in other comprehensive income	-	-
Total	29.11	17.47

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:

Statement of profit or loss	For the year ended 31 March 2018	For the year ended 31 March 2017
Profit before tax	38.41	252.45
Enacted income tax rate in India	25.82%	30.90%
Computed expected tax expense	9.92	78.01
Effect of:		
Income from investment exempt from tax	(4.81)	(74.73)
Unrealised loss on fair value of equity investment is disallowed for tax purpose	13.17	
Tax (credit) / paid as per book profit	(0.15)	12.48
Expenses disallowed for tax purpose	1.78	2.26
Different tax rates of short-term capital gain investment in equity shares	0.76	-
Others	8.44	(0.55)
Total income tax expense	29.11	17.47

NETLINK SOLUTIONS (INDIA) LIMITED

Deferred tax

Deferred tax relates to the following:

Particulars	Balance sheet		Statement of profit and loss		
	As at March 31,2018	As at March 31,2017	As at April 1,2016	As at March 31,2018	As at March 31,2018
Property, plant and equipment	1.57	1.75	1.24	(0.18)	0.51
Tax losses	7.66	24.83	30.33	(17.17)	(5.51)
Net deferred tax assets/ (liabilities)	9.23	26.57	31.57	(17.35)	(4.99)

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

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Details of MAT credit			
-FY 2014-15	22.63	23.19	23.19
-FY 2015-16	2.53	2.53	2.53
-FY 2016-17	12.48	12.48	
Total	37.63	38.20	25.72

31 Segment reporting

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

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	6.19	468.84	(13.10)	461.93
Profit / (loss) before tax				38.41
Provision for Tax				
Current				11.56
Deferred				17.35
Short provision for tax				0.20
Profit for the year After Tax				9.30
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.55	76.97	989.28	1,067.80
Unallocated				80.06
Total				1,147.86

NETLINK SOLUTIONS (INDIA) LIMITED

b) Information about Business Segment (for the year 2016-17):

Particulars	Software	Development Info	Media Treasury	Total
REVENUE				
Total Revenue	6.86	313.29	243.08	563.23
Profit / (loss) before tax				#VALUE!
Provision for Tax				
Current				12.48
Deferred				4.99
Short provision for tax				-
Profit for the year After Tax				234.98
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.75	98.07	961.94	1,061.76
Unallocated				76.40
Total				1,138.16

c) Geographical Segment:

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

32 Earning in foreign Exchange:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Website & Internet Promotion	0.33	0.07
Advertisement Income		0.60
Exhibition Income	45.13	15.04

33 Expenditure in foreign Exchange:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Website & Internet Promotion	2.32	2.66

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34 Financial instruments

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

Financial assets	Carrying value		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Fair value through profit and loss			
Investment in equity shares (*)	719.60	711.86	479.56
Amortised cost			
Trade receivable (^)	36.27	102.00	33.18
Cash and cash equivalents (^)	10.09	34.36	77.94
Other bank balances(^)	28.06	0.99	0.92
Other financial assets (^)	40.00	40.00	40.00
Total assets	834.02	889.21	631.61

Financial assets	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Financial liabilities			
Amortised cost			
Borrowings (^)	-	10.67	-
Trade and other payables (^)	1.01	8.79	2.21
Other financial liabilities (^)	4.60	4.35	9.35
Total liabilities	5.61	23.80	11.56

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.

NETLINK SOLUTIONS (INDIA) LIMITED

35 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.

(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 1 April 2016, 31 March 2017 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

Particulars	As at 31 March 2018		As at 31 March 2017		As at 31 March 2017	
	Gross Carrying amount	Provision amount	Gross Carrying amount	Provision amount	Gross Carrying amount	Provision amount
Trade receivables	36.27	-	102.00	-	33.18	-
	36.27	-	102.00	-	33.18	-

NETLINK SOLUTIONS (INDIA) LIMITED

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.

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.

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:

Particulars	Year ended 31 March 2018		Year ended at 31 March 2017	
	Change in interest rate	Effect of after tax	Change in interest rate	Effect of after tax
Vehicle loan	+1%	0.01	+1%	0.01
	-1%	(0.01)	-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.

NETLINK SOLUTIONS (INDIA) LIMITED

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
31 March 2018					
Trade and other payables	1.01	1.01	1.01	-	-
Other financial liabilities	4.60	4.60	4.60	-	-
	5.61	5.61	5.61	-	-
31 March 2017					
Borrowings	10.67	10.67	-	4.95	5.72
Trade and other payables	8.79	8.79	8.79	-	-
Other financial liabilities	4.35	4.35	4.35	-	-
	23.80	23.80	13.14	4.95	5.72
1 April 2016					
Trade and other payables	2.21	2.21	2.21	-	-
Other financial liabilities	9.35	9.35	9.35	-	-
	11.56	11.56	11.56	-	-

36 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	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total equity (A)	1,147.46	1,138.16	903.18
Total borrowings (B)	-	10.67	-
Total capital (C)= (A) +(B)	1,147.46	1,148.83	903.18
Total loans and borrowings as a percentage of total capital (B/C)	0.00%	0.93%	0.00%
Total equity as a percentage of total capital (A/C)	100.00%	99.07%	100.00%

NETLINK SOLUTIONS (INDIA) LIMITED

37 First-time adoption of Ind AS

These financial statements, for the year ended March 31, 2018, have been prepared in accordance with Ind AS. For the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014('Indian GAAP' or ' Previous GAAP').

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on March 31, 2018 together with the comparative period data, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed

(i) Property, plant & equipment, intangible assets and investment properties

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items property, plant and equipment. The same election has been made in respect of intangible assets and investment property also.

B. Mandatory exceptions

(i) Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS)

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Impairment of financial assets based on the expected credit loss model

(ii) Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

NETLINK SOLUTIONS (INDIA) LIMITED

(iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortized cost and fair value through profit and loss have been done retrospectively except where the same is impracticable.

C. Reconciliation of equity

Rs. In lacs

Particulars	Note	As at 31 April 2017			As at the date of transition 1 April 2016		
		Previous GAAP (*)	Adjustment on transition to Ind AS	Ind AS	Previous GAAP (*)	Adjustment on transition to Ind AS	Ind AS
Non-current assets							
Property, Plant and Equipment		20.85	-	20.85	9.36	-	9.36
Financial assets		-	-	-	-	-	-
Investments	1	552.49	159.38	711.86	499.89	(20.32)	479.56
Other financial assets		-	-	-	-	-	-
Deferred tax assets (Net)		26.57	-	26.57	31.57	-	31.57
Other non-current assets		2.71	-	2.71	8.68	-	8.68
Total non-current assets		602.62	159.38	761.99	549.50	(20.32)	529.17
Current assets							
Financial assets							
Trade receivable		102.00	-	102.00	33.18	-	33.18
Cash and cash equivalents		34.36	-	34.36	77.94	-	77.94
Other bank balances		0.99	-	0.99	0.92	-	0.92
Other financial assets		40.00	-	40.00	40.00	-	40.00
Other current assets		7.46	-	7.46	2.83	-	2.83
Total current assets		184.81	-	184.81	154.87	-	154.87
Disposal group - assets held for sale		260.93	-	260.93	260.93	-	260.93
Total assets		1,048.35	159.38	1,207.73	965.29	(20.32)	944.97
EQUITY & LIABILITIES							
Equity							
Equity share capital		296.70	-	296.70	296.70	-	296.70
Other equity	1	682.09	159.38	841.46	626.81	(20.32)	606.48
Total equity		978.79	159.38	1,138.16	923.51	(20.32)	903.18
LIABILITIES							
Non-current liabilities							
Financial liabilities							
Borrowings		5.72	-	5.72	-	-	-
Total non-current liabilities		5.72	-	5.72	-	-	-
Current liabilities							
Financial liabilities							
Borrowings		8.79	-	8.79	2.21	-	2.21
Trade and other payables		9.30	-	9.30	9.35	-	9.35
Other current liabilities		16.66	-	16.66	6.62	-	6.62
Provisions		6.81	-	6.81	1.31	-	1.31
Total current liabilities		41.56	-	41.56	19.50	-	19.50
Disposal group - liabilities directly associated with assets held for sale		22.29	-	22.29	22.29	-	22.29
Total equity and liabilities		1,048.35	159.38	1,207.73	965.29	(20.32)	944.97

* The previous GAAP figures have been reclassified to reconform to Ind AS presentation requirements for the purpose of this note

NETLINK SOLUTIONS (INDIA) LIMITED

D. Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars	Note	Previous GAAP	Adjustment on transition to Ind AS	Ind AS
Income				
Revenue from operations		320.15	-	320.15
Other income	1	63.72	179.70	243.43
Total Income		383.88	179.70	563.58
Expenses				
Cost of material and services consumed		238.57	-	238.57
Employee benefits expense		40.21	-	40.21
Finance costs		0.70	-	0.70
Depreciation and amortisation		4.69	-	4.69
Other expenses		26.95	-	26.95
Total expenses		311.13	-	311.13
Profit before tax		72.75	179.70	252.45
Tax expense:				
Current tax		12.48	-	12.48
Tax adjustments relating to previous year		-	-	-
Deferred tax charge/ (credit)		4.99	-	4.99
Profit for the period from continuing operations		55.28	179.70	234.98
Other Comprehensive Income (OCI), net of tax				
OCI not to be reclassified to profit and loss in subsequent periods	-	-	-	-
Total other comprehensive income		-	-	-
Total Comprehensive Income for the year		55.28	179.70	234.95

* The previous GAAP figures have been reclassified to reconfirm to Ind AS presentation requirements for the purpose of this note

E. Reconciliation of Cash flow for the year ended 31 March 2017

There were no reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

NETLINK SOLUTIONS (INDIA) LIMITED

Note 1: Investment in equity shares

As per Ind AS 109, investment in equity shares are measured at fair value through profit and loss. Under previous GAAP, the said investments are carried at cost.

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

B. P. Mantri
Partner
Membership number: 045701

Place : Mumbai
Date : 30.05.2018

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 : 30.05.2018

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-THIRD ANNUAL GENERAL MEETING of the Company held on Saturday, the 29th of September, 2018 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 - Website: 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: _____	Email Id: _____
Address : _____	
or failing him / her _____	Signature: _____
2. Name: _____	Email Id: _____
Address : _____	
or failing him / her _____	Signature: _____
3. Name: _____	Email Id: _____
Address : _____	
or failing him / her _____	Signature: _____

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company to be held at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053 on Saturday September 29 2018 at 9.00.A.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
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2018			
2	To appoint a Director in place of Mrs. Rupa Modi (DIN 00378383) who retires by rotation and being eligible, offers herself for re-appointment.			
3	To ratify the appointment of M/s. Jhwar Mantri and Associates Chartered Accountants (ICAI Firm Registration Number 113221W) as Statutory Auditors and fix their remuneration			

Signed thisday of2018.

Signature of the Member:

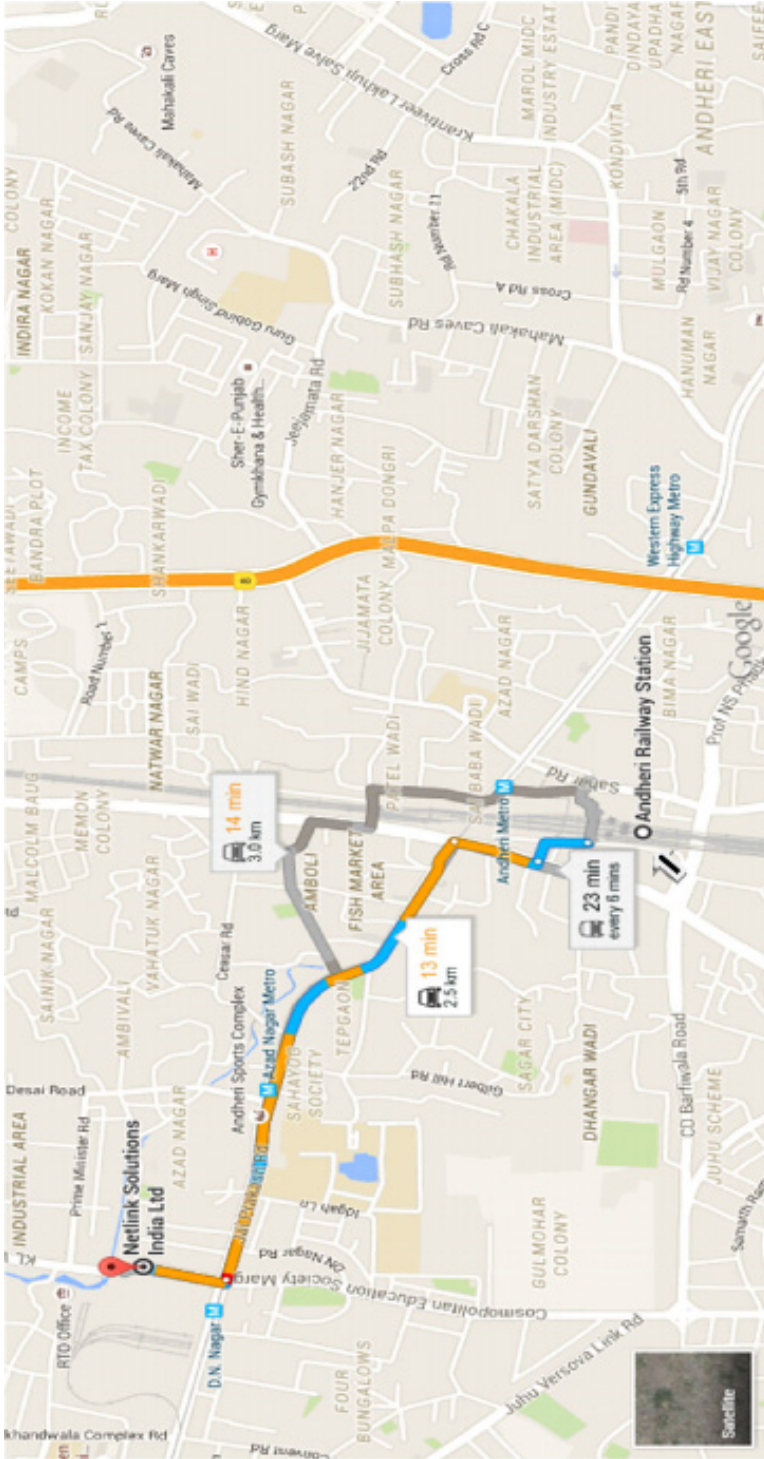
Signature of Proxy holder(s):

Affix Revenue Stamp

Notes:

- 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;
- 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



Netlink Solutions (India) Limited

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



Andheri Station

TO,

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

SUVARNA PRINTS - 98213 36098