

NOTICE

NOTICE is hereby given that the Thirty-First Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Friday, September 30, 2016 at 10:00 a.m. at the Registered office of the Company at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 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 Modi (DIN 00378383) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration.

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

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

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

Place: Mumbai
Date: 26.08.2016

By Order of the Board

Rupa Modi
Executive Director & CFO
DIN NO: 00378383

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 28th September, 2016, 10:00 AM 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, 2016 to September 30, 2016 (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 thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2015-16 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.
- 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 Monday, September 26, 2016 (9:00 am) and ends on Thursday, September 29, 2016 (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 23, 2016, 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:

A. In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

(i) Open e-mail and open the PDF file 'remotee-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login.

(iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting opens. Click on Voting – Active Voting Cycles.

(vii) Select 'EVEN' (E-voting Event Number) of Netlink Solutions (India) Limited.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizer.siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:

(i) Initial Password/PIN is provided at the bottom of the Attendance Slip for the AGM.

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.

- VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' for Members available at the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990.
- VII. 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.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2016.
- X. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2016, 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. 5682) 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)/ EGM/ EOGM 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 thereafter 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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 forthwith.

- 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 Modi being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mrs. Rupa Modi Being eligible has offered herself for re-appointment.

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

Name of the Director	Mrs. Rupa Modi
Designation	Whole-time 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:

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By Order of the Board

Rupa Modi
Executive Director & CFO
DIN NO: 00378383