



**Netlink Solutions (India) Ltd.**

507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (W), Mumbai - 400 053.  
Tel : 91-22- 26335583, 26335584

Email : netlink@easy2source.com

Website : www.nsil.co.in

CIN NO : L45200MH1984PLC034789

August 27, 2020

Department of Corporate Services  
BSE Limited  
Phirojee Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai- 400 001  
**Scrip Code: 509040**

Dear Sir,

**Sub: - Compliance under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Notice of the 35<sup>th</sup> Annual General Meeting to be held on 23<sup>rd</sup> September 2020**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of our Company scheduled to be held on Wednesday, 23<sup>rd</sup> September, 2020, at 11.00 a.m.(IST) The Annual General Meeting shall be held by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on account of outbreak of Covid-19 (Coronavirus) Pandemic.

The Notice of the AGM and the Annual Report for the Financial Year 2019-20 will be made available on the Company's website at the link: [www.nsil.co.in](http://www.nsil.co.in)

Kindly note the same and acknowledge the receipt.

Thanking you,

Yours truly,

**For Netlink Solutions (India) Limited,**

**Rupa Modi**  
**Executive Director**  
**(DIN No: 00378383)**  
**Enclosure – Copy of Notice**



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**Aditya Infotech**

# **NETLINK SOLUTIONS (INDIA) LIMITED**

## **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

(CIN: L45200MH1984PLC034789)

**Regd. Office:** 507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (W), Mumbai – 400053, **Website:** [www.nsil.co.in](http://www.nsil.co.in), **E-mail:**  
netlink@easy2source.com, **Tel:** +91 22 26335583/84, **Fax:** +91 22 26371746

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Wednesday, September 23, 2020 at 11.00 a.m. Indian Standard Time (“IST”). The Annual General Meeting shall be held by means of Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on account of outbreak of Covid-19 (Coronavirus) Pandemic and in accordance with the relevant Circulars issued by The Ministry of Corporate Affairs, to transact the following Business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 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 Ms. Rupa Modi (DIN 00378383) who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) (“Act”), pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Minesh Modi as a Whole Time Director of the Company w.e.f. July14, 2020 for a period of 3 years on a total monthly remuneration not exceeding INR 2,00,000 p.m. (basic plus all perquisites) in such manner as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** in addition to the salary and perquisites, as above, the appointee would be entitled to such commission based on the net profits of the Company in any financial year

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

not exceeding 5% of such profits of the Company as the Nomination and Remuneration Committee shall decide upon the performance of the Company. Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profit are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for the period of 3 years from the date of appointment or such other period as may be statutorily permitted by the way of salary, perquisites and other allowances and benefits as specified above subject to the receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that the Board of Directors /or the Nomination and Remuneration Committee be and is hereby authorized to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) (“Act”), pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals/Consents/ sanctions/permissions as may be necessary, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, , the consent of the Members of the Company be and is hereby accorded to re-appoint Mrs. Rupa Modi as an Executive Director of the Company w.e.f. July 26, 2020 for a period of 3 years on a total monthly remuneration not exceeding INR 2,00,000 p.m (basic plus all perquisites) in such manner as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** in addition to the salary and perquisites as above, the appointee would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 5% of such profits of the Company as the Nomination and Remuneration Committee shall decide upon the performance of the Company. Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the

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

limits laid down in section 197 and computed in the manner laid down in section 198 of the Act read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profit are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for the period of 3 years from the date of appointment or such other period as may be statutorily permitted by the way of salary, perquisites and other allowances and benefits as specified above subject to the receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that the Board of Directors or the Nomination and Remuneration Committee be and is hereby authorized to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

**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: 18.08.2020

**By Order of the Board**

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

# **NETLINK SOLUTIONS (INDIA) LIMITED**

## **NOTES:**

1. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to Bhavyata.siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.
2. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further relevant details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
4. All relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, requiring the approval of the Members at the meeting and the statutory registers which are led at the AGM shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to [netlink@easy2source.com](mailto:netlink@easy2source.com) mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. [www.nsil.co.in](http://www.nsil.co.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of the NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form, if any, are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent mentioned at point no. 9.
7. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of the financial years 2003-04 to 2008-09 was transferred to the IEPF and the Company has also transferred 21,925 Equity shares into the IEPF Account on 29/05/2020 vide SRN R42014555. The eligible Members can claim their shares from the website of IEPF ([HTTP://www.iepf.gov.in](http://www.iepf.gov.in)) for filing the claim for refund.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form, if any, pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in duplicate, duly filled in, to the R&T agent at the address mentioned at point no. 9 in the Notes. The prescribed form in this regard may also be

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

obtained from the R&T agent at the address mentioned at point no. 9 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.

9. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Adroit Corporate Services Pvt. Ltd., 19, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059
10. Members desiring any information relating to the annual accounts of the Company are requested to send an email to the Company at [netlink@easy2source.com](mailto:netlink@easy2source.com), at least ten (10) days before the meeting.
11. In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020 and June 15, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular dated May 12, 2020 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing / other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company / Depository Participants. For Members who have not registered their email addresses, kindly register the same with RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com), as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Coronavirus) pandemic and the Applicable Circulars.
12. Members who have not updated their latest email addresses in the records of the Company/ their Depository Participants are requested to update the same at the earliest by September 8, 2020. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.
13. The Company is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM).
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. [www.nsil.co.in](http://www.nsil.co.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of the NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
16. The Company has an email id to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [netlink@easy2source.com](mailto:netlink@easy2source.com).
17. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
  - a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
18. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to

# **NETLINK SOLUTIONS (INDIA) LIMITED**

the Company/RTA.

19. The Register of Members and Share Transfer Books of the Company shall be closed from 18<sup>th</sup> day of September 2020 to 23<sup>rd</sup> day of September 2020 (Both Days Inclusive).
20. 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 16, 2020, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [netlink@easy2source.com](mailto:netlink@easy2source.com).

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

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ~~EGM~~/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the ~~EGM~~/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending an email to [netlink@easy2source.com](mailto:netlink@easy2source.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) from September 16, 2020 to September 18, 2020 and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Anubhav Saxena Email: [AnubhavS@nsdl.co.in](mailto:AnubhavS@nsdl.co.in),

# NETLINK SOLUTIONS (INDIA) LIMITED

Tel: 022-24994835 or Ms. Pallavi Mhatre, Manager, NSDL, Email: pallavid@nsdl.co.in, Tel: 022-24994545.

## **1. Information and instructions relating to e-voting are as under:**

The members are requested to follow the detailed procedure/instructions carefully as given herein below:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed at the ensuing AGM by electronic means ("e-voting") holding equity shares as on **16<sup>th</sup> September, 2020**, being the **Cut-off Date** (Record date for the purpose of rule 20(3)(vii) of the said Rules), fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through e-voting platform provided by NSDL. The Company has engaged the services of the NSDL to provide the e-voting facility.
- ii. The e-voting period begins on **18<sup>th</sup> September 2020 at 9.00 A.M. and ends on 22<sup>nd</sup> September 2020 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **16<sup>th</sup> September 2020**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- iii. The facility for voting, through electronic voting system shall also be made available at the meeting for Members who have not already cast their vote prior to the meeting by remote e-voting. The Members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Further, votes once cast either by way of remote e-voting or at the AGM cannot be changed.
- iv. 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 16, 2020.

Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information only. A member as on the cut-off date shall only be entitled for availing the remote e-voting facility or vote, as the case may be, at the AGM. Only 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 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

- v. Ms. Bhavyata S Acharya, Partner, M/s. Siroya and BA Associates, Company Secretaries (Membership No. A25734) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.



# **NETLINK SOLUTIONS (INDIA) LIMITED**

- vi. In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principal.
- vii. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Applicable Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

## viii. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 18<sup>th</sup> September, 2020 at 9:00 A.M. and ends on 22, September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### **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:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

## NETLINK SOLUTIONS (INDIA) LIMITED

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 hold 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 to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

## NETLINK SOLUTIONS (INDIA) LIMITED

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

# NETLINK SOLUTIONS (INDIA) LIMITED

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhavyata.siroyam@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Mr. Anubhav Saxena and Ms. Sarita Mote) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [netlink@easy2source.com](mailto:netlink@easy2source.com)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the ~~EGM~~/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the ~~EGM~~/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the ~~EGM~~/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the ~~EGM~~/AGM. However, they will not be eligible to vote at the ~~EGM~~/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the ~~EGM~~/AGM shall be the same person mentioned for Remote e-voting.

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

2. The Results of the e-voting alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.nsil.co.in](http://www.nsil.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
4. Ms. Rupa Modi (DIN 00378383) being longest in the office retires by rotation at the forthcoming Annual General Meeting. Ms. Rupa Modi, being eligible, has offered herself for re-appointment.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL  
GENERAL MEETING  
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL  
MEETINGS)**

Brief details of Mr. Minesh Modi and Mrs. Rupa Modi seeking re-appointment as Whole-time Directors are given below:

<b>Name</b>	Mr. Minesh Modi	Ms. Rupa Modi
Directors Identification Number (DIN)	00378378	00378383
Designation	Wholetime Director	Wholetime Director designated as an Executive Director & CFO
Date of Birth	09/02/1963	19/12/1963
Age	57 years	56 Years
Nationality	Indian	Indian
Qualification	Bachelor of Science(BSc)	Diploma in Medical Laboratory Technology
Brief Profile	Mr. Minesh Modi holds Bachelor Degree in Science(BSc) from the	Ms. Rupa Modi holds Diploma in Medical Laboratory Technology from the K. C. Collage,

## NETLINK SOLUTIONS (INDIA) LIMITED

	Mumbai University , is one of the oldest Directors and Promoter of Netlink Solutions (India) Limited	Mumbai, is one of the oldest Directors and Promoter of Netlink Solutions (India) Limited
Terms and conditions of appointment and re-appointment	Reappointment	(i) Retire by rotation and re-appointment as a Director and  (ii) Re-appointment as a Wholetime Director
Expertise in Specific Area	Rich experience in the field of Finance and General Business management	Rich experience in the field of Business management and handling financial matters
Date of first appointment on the Board of the Company	25/02/2005	25/02/2005
Directorship in other limited companies (excluding Netlink Solution (India) Limited)	Aditya Fincap Private Limited	Aditya Fincap Private Limited
Relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Rupa Modi	Spouse of Mr. Minesh Modi
Membership/Chairmanship of committee of Directors of other companies	NIL	NIL
No. of Share held as on 31-03-2020	814869 Equity Shares	629454 Equity Shares
Number of Meetings of the Board attended during the financial year 2019-20	6	5
Details of remuneration last drawn by such person (FY 2019-20)	24 Lakhs	24 Lakhs

## NETLINK SOLUTIONS (INDIA) LIMITED

Details of remuneration sought to be paid	As Per Resolution 3	As Per Resolution 4
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<p><b>Registered Office:</b> 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400053 CIN :L45200MH1984PLC034789 e-mail :netlink@easy2source.com, Website :<a href="http://www.nsil.co.in">www.nsil.co.in</a></p> <p>Tel. : +91 22 26335583/84 Fax : +91 22 26371746</p> <p>Place: Mumbai Date: 18.08.2020</p>	<p>By Order of the Board</p> <p>Minesh Modi Whole Time Director DIN NO: 00378378</p>
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# NETLINK SOLUTIONS (INDIA) LIMITED

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

### Special Resolutions

#### Item No.3

Mr. Minesh Modi was appointed as Whole Time Director (“WTD”) of the Company w.e.f. July 15, 2017 for a period of 3 years. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on June 25, 2020 appointed Mr. Modi as WTD of the Company w.e.f. July 14, 2020 for a period of 3 years subject to the approval members in the General Meeting.

He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 57 years. Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice.

The approval of the shareholders is sought in terms of the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013.

Your Directors recommend the passing of the resolution by the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. Except Mrs. Rupa Modi, Whole Time Director of the Company being relative of Mr. Minesh Modi and Mr. Modi himself.

Pursuant to the provisions of Section 196, 197 read with Schedule V the remuneration payable to Mr. Minesh Modi should be in line with the limits laid down under Schedule V in view of absence or inadequacy of profits and subject to compliance of the conditions provided in the said Schedule.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below.

GENERAL INFORMATION	
Nature of industry	Netlink Solutions (India) Limited is an India-based company engaged in the business of Web designing, print media and investment of surplus funds in equity shares. The Company is involved in information media (advertisement and exhibition related income), and software development.
Date or expected date of commencement of commercial production	The date of commencement of business is 13th December, 1984



## NETLINK SOLUTIONS (INDIA) LIMITED

In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable															
Financial performance based on given indicators	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Details</th> <th style="width: 20%;">31.03.2018</th> <th style="width: 20%;">31.03.2019</th> <th style="width: 20%;">31.03.2020</th> </tr> </thead> <tbody> <tr> <td>Sales &amp; other income</td> <td style="text-align: center;">512.93</td> <td style="text-align: center;">171.31</td> <td style="text-align: center;">68.03</td> </tr> <tr> <td>Net Profit (Loss) After Tax</td> <td style="text-align: center;">9.30</td> <td style="text-align: center;">(31.48)</td> <td style="text-align: center;">(298.44)</td> </tr> </tbody> </table>				Details	31.03.2018	31.03.2019	31.03.2020	Sales & other income	512.93	171.31	68.03	Net Profit (Loss) After Tax	9.30	(31.48)	(298.44)
	Details	31.03.2018	31.03.2019	31.03.2020												
	Sales & other income	512.93	171.31	68.03												
	Net Profit (Loss) After Tax	9.30	(31.48)	(298.44)												
(In Lakhs)																
Export performance and net foreign exchange collaborations.	Export performance -Nil															
Foreign investments or collaborators, if any	Foreign investments - Nil															
<b>INFORMATION ABOUT THE APPOINTEE</b>																
Background details.	Mr. Modi is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 57 years.															
Past remuneration	2,00,000 p.m.															
Recognition or Awards	None															

## NETLINK SOLUTIONS (INDIA) LIMITED

Job profile and his suitability	He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He has successfully organized two Exhibitions with the assistance of Mrs. Modi and the team.
Remuneration proposed	Total remuneration not exceeding Rs. 2,00,000 per month.  Commission (In addition to the Total remuneration): As stated in Resolution no. 3.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, its nature of business and the job profile and position of Mr. Minesh Modi, comparative figures are not available. Hence the comparisons could not be established.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, the Whole Time Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel except Mrs. Rupa Modi, spouse. Mr. Modi is one of the promoters of the Company.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The Company has been making losses for last two years on account of global impact and varied market related reasons. Further, owing to early threat posed by Covid-19, the exhibition scheduled in early 2020 had to be cancelled leading to huge loss to the Company.

## NETLINK SOLUTIONS (INDIA) LIMITED

Steps taken or proposed to be taken for improvement.	<p>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. The Company cut costs and were looking for right opportunity.</p> <p>Netlink Solutions (India) Limited had, in the year 2018-19, sold Exhibition business containing "Stationery &amp; Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited. As per the Sale Agreement, the Company is entitled to certain profit sharing arrangement in the Exhibition business for certain period. However, during the year under review, the exhibition could not held owing to early threats posed by Covid-19, resulting into complete loss of revenue share for the Company.</p> <p>The Company is looking to gain in the coming years exhibitions and shall add to the top and bottom line of the Company in near future.</p>
Expected increase in productivity and profits in measurable terms.	The Company has implemented the plans, which will reap the fruits in the next few years and if properly and successfully implemented it will give a substantial increase in the sales and profits of the company in the coming years.
<b>DISCLOSURES</b>	
Remuneration Package of the Managerial Personnel	Total remuneration payable to Mr. Modi shall be fixed by the Board of Directors of the Company from time to time subject to overall maximum remuneration not to exceed Rs. 2,00,000 per month and, in addition, commission not exceeding 5% of net profits, as shall be decided by the Nomination and Remuneration Committee with full liberty to the Board to fix the remuneration within the above overall limit

### Item No.4

Mrs. Rupa Modi, CFO, was appointed as Whole Time Director ("WTD") of the Company w.e.f. July 27, 2017 for a period of 3 years. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on June 25, 2020, appointed Mrs. Modi as WTD of the Company w.e.f. July 26, 2020 for a period of 3 years subject to the approval members in the General Meeting.

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

## NETLINK SOLUTIONS (INDIA) LIMITED

The approval of the shareholders is sought in terms of the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013.

Your Directors recommend the passing of the resolution by the shareholders as a Special Resolution.

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

Pursuant to the provisions of Section 196, 197 read with Schedule V the remuneration payable to Mrs. Rupa Modi should be in line with the limits laid down under Schedule V in view of absence or inadequacy of profits and subject to compliance of the conditions provided in the said Schedule.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below.

GENERAL INFORMATION	
Nature of industry	Netlink Solutions (India) Limited is an India-based company engaged in the business of Web designing, print media and investment of surplus funds in equity shares. The Company is involved in information media (advertisement and exhibition related income), and software development.
Date or expected date of commencement of commercial production	The date of commencement of business is 13th December, 1984
In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

## NETLINK SOLUTIONS (INDIA) LIMITED

Financial performance based on given indicators	Details	31.03.2018	31.03.2019	31.03.2020
	Sales & other income	512.93	171.31	68.03
	Net Profit (Loss) After Tax	9.30	(31.48)	(298.44)
Export performance and net foreign exchange collaborations.	Export performance -Nil			
Foreign investments or collaborators, if any	Foreign investments - Nil			
INFORMATION ABOUT THE APPOINTEE				
Background details.	Mrs. Rupa Modi has rich experience in the fields of Finance and general Business Management. Mrs. Modi is qualified in the field of Medical Laboratory Technology.			
Past remuneration	2,00,000 p.m.			
Recognition or Awards	None			
Job profile and his suitability	Mrs. Rupa Modi has rich experience in the fields of Finance and general Business Management. Mrs. Modi has been ably managing business and finance.			
Remuneration proposed	Total remuneration not exceeding Rs. 2,00,000 per month . Commission (In addition to the Total remuneration): As stated in Resolution no. 4.			

## NETLINK SOLUTIONS (INDIA) LIMITED

<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</p>	<p>Considering the size of the Company, its nature of business and the job profile and position of Mrs. Rupa Modi, comparative figures are not available. Hence the comparisons could not be established.</p>
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</p>	<p>Besides the remuneration proposed, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel except Mr. Minesh Modi, spouse. Mrs. Modi is one of the promoters of the Company.</p>
<p>OTHER INFORMATION</p>	
<p>Reasons of loss or inadequate profits</p>	<p>The Company has been making losses for last two years on account of global impact and varied market related reasons. Further, owing to early threat posed by Covid-19, the exhibition scheduled in early 2020 had to be cancelled leading to huge loss to the Company.</p>
<p>Steps taken or proposed to be taken for improvement.</p>	<p>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. The Company cut costs and were looking for right opportunity.</p> <p>Netlink Solutions (India) Limited had, in the year 2018-19, sold Exhibition business containing "Stationery &amp; Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited. As per the Sale Agreement, the Company is entitled to certain profit sharing arrangement in the Exhibition business for certain period. However, during the year under review, the exhibition could not held owing to early threats posed by Covid-19, resulting into complete loss of revenue share for the Company.</p> <p>The Company is looking to gain in the coming years exhibitions and shall add to the top and bottom line of the Company in near future.</p>

## NETLINK SOLUTIONS (INDIA) LIMITED

Expected increase in productivity and profits in measurable terms.	The Company has implemented the plans, which will reap the fruits in the next few years and if properly and successfully implemented it will give a substantial increase in the sales and profits of the company in the coming years.
DISCLOSURES	
Remuneration Package of the Managerial Personnel	Total remuneration payable to Mrs. Rupa Modi shall be fixed by the Board of Directors of the Company from time to time subject to overall maximum remuneration not to exceed Rs. 2,00,000 per month and, in addition, commission not exceeding 5% of net profits, as shall be decided by the Nomination and Remuneration Committee, with full liberty to the Board to fix the remuneration within the above overall limit

**Registered Office:**

507, Laxmi Plaza, Laxmi Industrial Estate, New  
Link Road, Andheri (W),  
Mumbai - 400053  
CIN :L45200MH1984PLC034789  
e-mail :netlink@easy2source.com,  
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Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 18.08.2020

By Order of the Board

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