



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

September 03, 2019

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 34th Annual General Meeting to be held on 30th September, 2019

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 34th Annual General Meeting (AGM) of our Company scheduled to be held on Monday, 30th September, 2019, at 9 a.m. at the Registered office of the Company at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053.

The Notice of the AGM, Attendance Slip, Proxy Form and the Annual Report for the Financial Year 2018-19 will be made available on the Company's website at the link:

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



Gifts & Accessories
Magazine

easy2source.com

Aditya Infotech

NOTICE OF 34TH 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, **E-mail:** netlink@easy2source.com

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

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

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Minesh Modi (DIN 00378378) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Yogesh Becharbhai Girnara (DIN: 00378395), who

was appointed as an Independent Director of the Company at the 29th Annual General Meeting of the Company to hold office of the Independent Director upto September 29, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. September 30, 2019 to September 29, 2024.”

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

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, approval of the members of the Company, be and is hereby accorded for re- appointment of Mr. Rajendra Shishupal Lokare (DIN: 00378403), who was appointed as an Independent Director of the Company at the 29th Annual General Meeting of the Company to hold office of the Independent Director upto September 29, 2019 and who is eligible for being re-appointed as an Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from himself under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. September 30, 2019 to September 29, 2024.”

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

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

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

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

By Order of the Board

Sd/-
Minesh Modi
Whole Time Director
DIN NO: 00378378

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

Place: Mumbai
Date: 06.08.2019

NOTES:

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

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

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The attendance slip cum Proxy form is placed at the end of this Annual Report.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled attendance slips sent herewith to attend the AGM.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses under item 3 to 5 as stated above are annexed hereto. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
7. The Company is providing facility for voting by electronic means (e-voting) through

an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 25.

8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Members/proxies/authorised representatives are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting. Members are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Sundays and Public Holiday and National Holiday) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
13. Members desirous of getting any information in respect of the contents of the Annual Reports is required to forward their queries to the Company at least ten days prior to the Meeting so that, if the Chairman so permits, the required information can be made available at the meeting.
14. Those members who have not yet got their Equity Shares dematerialised are requested

to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.

15. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Adroit Corporate Services Pvt. Ltd., 19, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
16. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
17. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA).
18. Members holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
 - A. Members holding shares in the certificate/Physical form are requested to notify / send the following to the Company's Registrars and Share Transfer Agents, Adroit Corporate Services Pvt. Ltd.19, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.to facilitate better servicing: -
 - a. Any change in their address / mandate / Bank details.
 - b. Submit their Permanent Account Number (PAN) and Bank account, in case the same have not been furnished earlier
 - c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account, and
 - d. To register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
19. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:

- a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
 - b) Any change in their residential status on return to India for permanent settlement.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
 21. Since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
 22. The members can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered and treated as INVALID.
 23. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening General Meetings, Annual Report etc. to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agent of the Company Adroit Corporate Services Pvt. Ltd, at their Postal / E-mail address given above. Please give the details in the attached format for registering your E-mail ID. Those holding shares in demat form are requested to register their E-mail IDs with their Depository Participants.
 24. The Register of Members and Share Transfer Books of the Company shall be closed from **25th day of September, 2019 to 30th day of September, 2019** (Both Days Inclusive).
 25. **Information and instructions relating to e-voting are as under:**

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

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed at the ensuing AGM by electronic means ("e-voting") holding equity shares as on **23rd September, 2019**, being the **Cut-off Date** (Record date for the purpose of rule 20(3)(vii) of the said Rules), fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through e-voting platform provided by NSDL.
- ii. The facility for voting through Poll shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e voting shall be eligible to exercise their right at the meeting through Poll.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The e-voting period begins on **25th September 2019 at 9.00 A.M. and ends on 30th September 2019 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **23rd September 2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- v. The process and manner for remote e-voting are as Under:

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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, 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhavyata.siroyam@gmail.com 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.
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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

26. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

27. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019.
29. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in 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.
30. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
31. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
32. Ms. Bhavyata S Acharya, Siroya and BA Associates, Company Secretaries (Membership No. A25734) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

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

Name	Mr. Minesh Modi
Directors Identification Number (DIN)	00378378
Date of Birth	09/02/1963
Age	56 years
Qualification	Bachelor of Science(BSc)
Terms and conditions of appointment	Liabile to retire by rotation

and re-appointment	
Expertise in Specific Area	Rich experience in the field of Finance and General Business management
Date of first appointment on the Board of the Company	25/02/2005
Directorship in other limited companies (excluding Netlink Solution (India) Limited)	Aditya Fincap Private Limited
Relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Rupa Modi
Membership/Chairmanship of committee of Directors of other companies	No
No. of Share held as on 31-03-2019	814869 Equity Shares
Number of Meetings of the Board attended during the financial year 2018-19	7
Details of remuneration last drawn by such person (FY 2018-19)	24 Lakhs
Details of remuneration sought to be paid	NA

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

<p>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</p> <p>Tel. : +91 22 26335583/84 Fax : +91 22 26371746</p> <p>Place: Mumbai Date: 06.08.2019</p>	<p>By Order of the Board</p> <p>Sd/- Minesh Modi Whole Time Director DIN NO: 00378378</p>
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: Special Resolution

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

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

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

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

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

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

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

ITEM NO. 4: Special Resolution

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

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

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

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

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

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

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

ITEM NO. 5: Special Resolution

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

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

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

The Nomination and Remuneration Committee at its meeting held on August 6, 2019 on the basis of performance of Independent Directors and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Premnath Tidiprasad Mishra (DIN: 00378410) during his tenure, has recommended to the Board that continued association of Mr. Premnath Tidiprasad Mishra (DIN: 00378410) as the Independent Director would be beneficial to

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

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

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

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

Registered Office:

507, Laxmi Plaza, Laxmi Industrial
Estate, New Link Road, Andheri (W),
Mumbai – 400053
CIN :L45200MH1984PLC034789
e-mail :netlink@easy2source.com,
Website :www.nsil.co.in
Tel. : +91 22 26335583/84
Fax : +91 22 26371746

By Order of the Board

Sd/-

Minesh Modi
Whole Time Director
DIN NO: 00378378

Place: Mumbai
Date: 06.08.2019

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*		Regd. Folio No.	
Client Id*		No. of Share(s) held	

NAME AND ADDRESS OF THE SHAREHOLDER:

I/ We hereby record my/ our presence at the THIRTY- FOURTH ANNUAL GENERAL MEETING of the Company held on Monday, the 30th of September, 2019 at 9.00 A.M. at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053, Maharashtra.

Name of the member/Representative/Proxy: _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.

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

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NETLINK SOLUTIONS (INDIA) LIMITED

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

T: + 91 22 2633583F:+ 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 MGT-11

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

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

1	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		
2	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		
3	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company to be held at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053 on Monday September 30, 2019 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 of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr.Minesh Modi (DIN 00378378) who retires by rotation and being eligible, offers herself for re-appointment.			
SPECIAL BUSINESS				
3	To consider and, if thought fit, to pass the following resolution as a Special Resolution:- Re-appointment of Mr. Yogesh Becharbhai Girnara as an Independent Director			
4	To consider and, if thought fit, to pass the following resolution as a Special Resolution:- Re-appointment of Mr. Rajendra Shishupal Lokare as an Independent Director			
5	To consider and, if thought fit, to pass the following resolution as a Special Resolution:- Re-appointment of Mr. Premnath Tidiprasad Mishra as an Independent Director			

Signed thisday of2019.

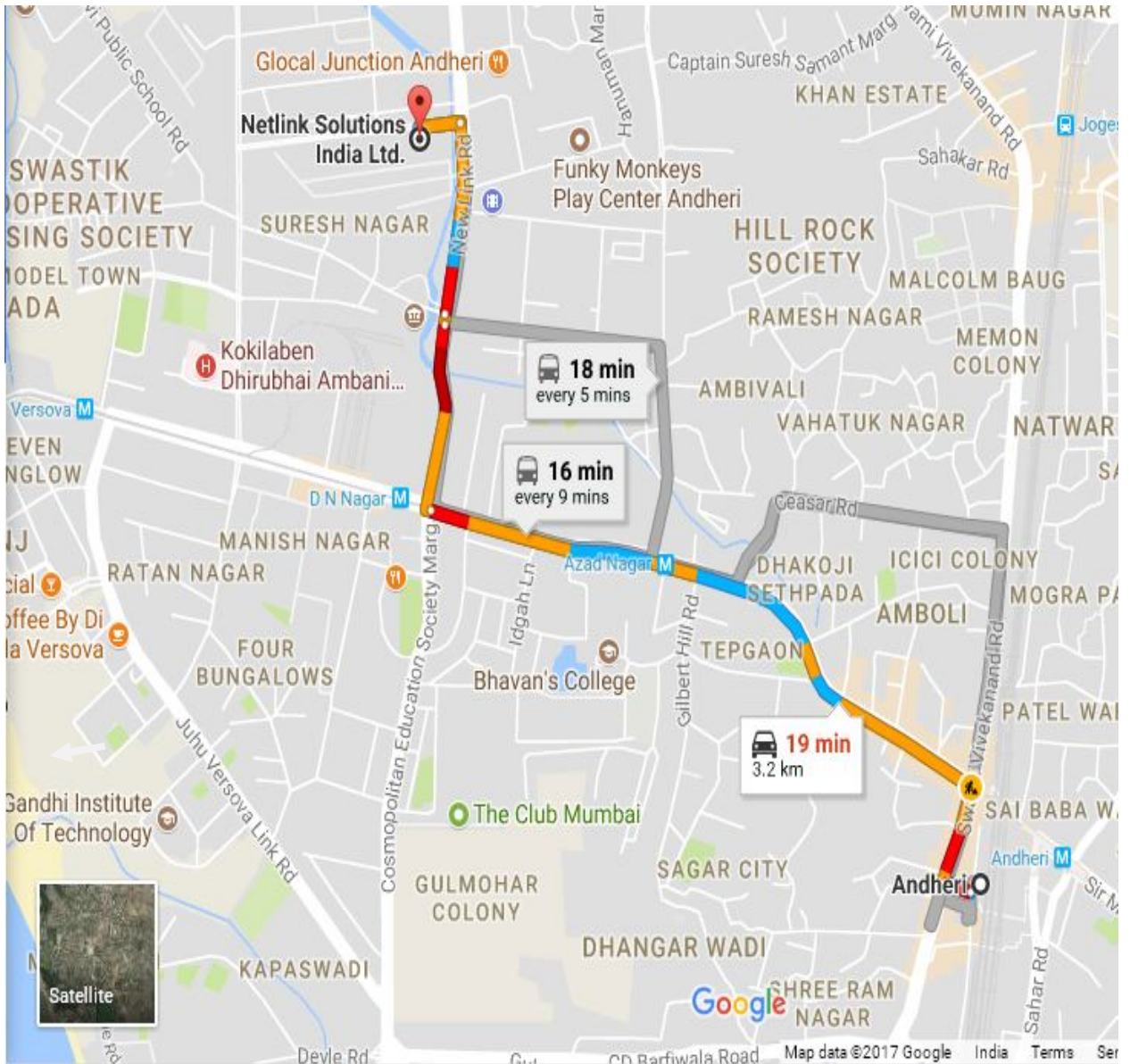
Signature of the Member:


Signature of Proxy holder(s):


Notes:

Affix Revenue Stamp of not less than Re 1

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




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


Andheri Station