



NETLINK SOLUTIONS (INDIA) LIMITED

29th ANNUAL REPORT

2013 - 2014



NETLINK SOLUTIONS (INDIA) LIMITED

29TH ANNUAL REPORT

BOARD OF DIRECTORS	MINESH V. MODI RUPA M. MODI YOGESH B. GIRNARA RAJENDRA S. LOKARE PREMNATH T. MISHRA	Whole Time Director Executive Director Director Director Director
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BANKERS	HDFC BANK LIMITED
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AUDITORS	K. U. KOTHARI & CO. CHARTERED ACCOUNTANTS
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REGISTERED OFFICE	507, LAXMI PLAZA, LAXMI INDUSTRIAL ESTATE, OFF NEW LINK ROAD, ANDHERI (W), MUMBAI – 400 053
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REGISTRAR AND TRANSFER AGENT	ADROIT CORPORATE SERVICES PVT. LTD. 19, JAFFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI – 400 059
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NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Tuesday, September 30, 2014 at 9.30 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 the Balance Sheet as at March 31, 2014, Profit and Loss account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rupa Modi who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. K U Kothari & Co., Chartered Accountants (ICAI Firm Registration No. 105310W), the retiring auditors of the Company, be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Premnath T Mishra (DIN: 00378410), who was appointed as Director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014, not liable to retire by rotation.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)

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or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajendra S Lokare (DIN: 00378403), who was appointed as Director of the Company, whose period of office is liable to determination of retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014, not liable to retire by rotation.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yogesh Becharbhai Girnara (DIN: 00378395), who was appointed as Director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014, not liable to retire by rotation.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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) and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee of the Board of Directors, the approval of the Members be and is hereby accorded to the re-appointment of Mr. Minesh Modi as Whole Time Director of the Company w.e.f. July 15, 2014 for a period of 3 years on a total monthly remuneration of INR 1,00,000 p.m. (basic plus all perquisites) as per the details placed before the meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised 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 where in any Financial Year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay to the Whole Time Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their

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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.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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) and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee of the Board of Directors, the approval of the members be and is hereby accorded to the appointment of Mrs. Rupa Modi as Executive Director of the Company w.e.f. July 27, 2014 for a period of 3 years on a total monthly remuneration of INR 1,00,000 (basic plus all perquisites) as per the details placed before the meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised 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 where in any Financial Year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company may pay to the Executive Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised 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.”

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

“**RESOLVED** that pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, the Board of Directors of the Company be and is hereby authorised to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment to be made by the Board may exceed sixty per cent of its paid up share capital, free reserves and securities premium account or hundred per cent of its free reserves and securities premium account, whichever is more but not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

By Order of Board of Directors

Rupa Modi

Executive Director

DIN No. : 00378383

Address:

A/83, Vishnu Baug, 137,
S V Road, Andheri West,
Mumbai - 400058.

Place : Mumbai

Date : 30.07.2014

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
3. Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013 is attached herewith.
4. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i). Open email and open PDF file viz; "Netlink Solutions e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii). Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii). Click on Shareholder – Login
 - (iv). Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

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- (v). Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi). Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii). Select “EVEN” of Netlink Solutions (India) Limited.
 - (viii). Now you are ready for e-voting as Cast Vote page opens.
 - (ix). Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x). Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi). Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to siroyam@gmail.com or minesh@easy2source.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
 - (ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on September 24, 2014 (9:00 am) and ends on September 26, 2014 (6:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 28, 2014.
- VII. Mr. Mukesh Siroya, Practicing Company Secretary (Membership No. F5682) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.easy2source.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By Order of Board of Directors

Rupa Modi

Executive Director

DIN NO: 00378383

Address: A/83, Vishnu Baug, 137,
S V Road, Andheri IWest),
Mumbai - 400058

Place : Mumbai

Date : 30.07.2014

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. – 4 to 6

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least half of the total number of Directors as Independent Directors. The tenure of the Independent Directors will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

The Company has received Notices in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra respectively, as Independent Directors.

The Company has also received the declarations from the abovementioned Independent Directors to the effect that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act read with the relevant Rules for their respective appointment as Independent Director and they are independent of management. Brief Profile of the Independent Directors to be appointed, the nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanship of Board Committees, shareholding in the Company, etc., as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges are furnished herein below:

DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/RE-APPOINTMENT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS FOLLOWS:

Name	Yogesh Bechar Bhai Girnara	Rajendra s Lokare	Premnath T Mishra
Din No	00378395	00378403	00378410
Date of Birth	09/02/1963	03/02/1968	03/02/1968
Date of Appointment	25/02/2005	13/12/2005	13/12/2005
Directorship held in other companies	–	–	–
Memberships/Chairmanships of Committees across Public Companies*	–	–	–
Brief Profile covering experience, achievements etc	30 Years	20 Years	18 Years
Qualifications	Bse	BCOM	BCOM
Shares held in the Company	150	-	-

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The Board considers that the expertise and knowledge of the abovementioned Directors would be of immense benefit and value to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra as Independent Directors, for approval by the shareholders of the Company. All the Independent Directors being appointees may be deemed to be interested in the Resolutions for their respective appointments as set out in Item Nos. 4 to 6 of the Notice.

Except as provided above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 to 6 of the Notice.

Item No – 7

Mr. Minesh Modi was re-appointed as the Whole Time Director of the Company w.e.f. 15th July, 2011 for a period of 3 years. His tenure was to expire on 15th July, 2014. The Board at its meeting held on 15th July, 2014, upon recommendation of the Remuneration Committee, considering his contribution to the Company and his extensive experience in general and financial management of corporate bodies, re-appointed Mr. Minesh Modi as the Whole Time Director of the Company for a period of 3 years w.e.f. 15th July, 2014. He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 51 years. The proposed remuneration will be, within the overall limit of Schedule V of the Companies Act, 2013. The terms and conditions of the re-appointment and remuneration of Mr. Minesh Modi are as follows:

1. He shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. The re-appointment is for a period of Three years with effect from 15th July, 2014.
3. Remuneration:
 - (i) Basic Salary : Rs. 50,000 Per month or Rs. 6,00,000 per annum.
 - (ii) Perquisites : Rs. 50,000/- per month for all the perquisites put together subject to maximum ceiling of Rs. 6,00,000 per annum for all the perquisites together.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V of the Companies Act, 2013.

The proposed resolution is required to be passed as a Special Resolution as required under the amended Schedule V to the Companies Act, 2013 and as such, the Directors commend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the date of annual general meeting.

Except Mr. Minesh Modi being the proposed appointee and Mrs. Rupa Modi, Executive Director of the Company being relative of Mr. Minesh Modi are interested or concerned, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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Item No – 8

In view of the activities of the Company, Board of Directors felt it necessary to re-appoint Mrs. Rupa Modi as an Executive Director to look after the operational management of the Company. The Remuneration Committee has recommended her re-appointment. Her tenure was to expire on 27th July, 2014. The Board at its meeting held on 15th July, 2014 re-appointed her for another period of 3 years. Mrs. Rupa Modi has extensive experience in general and operational management of corporate bodies. She is very well versed in all aspects of operations, marketing and administration. She is aged about 50 years. The proposed remuneration will be, within overall limit of Schedule V of the Companies Act, 2013. The terms and conditions of the appointment and remuneration of Mrs. Rupa Modi are as follows:

1. She shall carry out such duties as may be entrusted to her subject to the supervision of the Board of Directors.
2. The re-appointment is for a period of Three years with effect from 27th July, 2014.
3. Remuneration:
 - (iii) Basic Salary : Rs. 50,000 Per month or Rs. 6,00,000 per annum.
 - (iv) Perquisites : Rs. 50,000/- per month for all the perquisites put together subject to maximum ceiling of Rs. 6,00,000 per annum for all the perquisites together.
4. In the event of loss or inadequacy of profits, she shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V of the Companies Act, 2013.

The proposed resolution is required to be passed as a Special Resolution as required under the amended Schedule V to the Companies Act, 2013 and as such, the Directors commend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the date of annual general meeting.

Except Mrs. Rupa Modi being the proposed appointee and Mr. Minesh Modi, Director of the Company being relative of Mrs. Rupa Modi are interested or concerned, no other directors are interested or concerned in this resolution.

Item No – 9

In the course of the business of the Company, it may be necessary to make investments in the shares of other bodies corporate which may exceed the limits set out in Section 186 of the Companies Act, 2013.

It may not be possible for the company to obtain permission of the shareholders every time such transaction take place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the company in this behalf by means of a special resolution.

Section 186 of the Companies Act, 2013 provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other

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bodies corporate, alongwith the investment, loan, guarantee or security proposed to be made exceeds the 60% of aggregate of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

However, the amount of investments so far made, the amount of loan so far given, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investments proposed to be made by the Board shall not exceed Rs. 100 Crore.

Members are, therefore, requested to approve the special resolution set out above.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Item No – 10

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting by Special Resolution for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves.

Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, if any, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 100 crores. Hence the members are requested to accord their approval for revising the borrowing power limit of the Board upto 100 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 100 Crores (Rupees One Hundred Crores Only).

The Board recommends the resolution set forth in item number 10 above for approval of the members by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

By Order of Board of Directors

Rupa Modi

Executive Director

DIN NO: 00378383

Address: A/83, Vishnu Baug, 137,
S V Road, Andheri
West, Mumbai - 400058

Place: Mumbai

Date: 30.07.2014

NETLINK SOLUTIONS (INDIA) LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting their 29th Report together with the Audited Accounts for the year ended March 31, 2014

Financial Performance:

	2013 -14 Rs. (In Lakhs)	2012 -13 Rs. (In Lakhs)
Total Income	65.66	64.31
Total Expenditure	59.19	58.67
Profit Before Depreciation and Tax	6.47	5.64
Less: Deprecation	4.23	4.22
Less: Provision for Tax and F.B.T. Incl. Deferred Tax Liability	0.11	0.24
Net Profit after Tax	2.13	1.18
Less :Short Provision for Tax	—	—
Balance Brought Forward	—	—
Amount available for Appropriation	2.13	1.18
Proposed Dividend	—	—
Tax on Dividend	—	—
Transfer to General Reserve	—	—
Surplus Carried Forward	2.13	1.18
Total Appropriation	Nil	Nil

OVERVIEW

During the year the total Income of the Company has been **Rs. 65.66 Lacs** as compared to previous year total of **Rs. 64.31 Lacs**. Our company has made Profit amounting to **Rs 2.13 Lacs** after tax.

Presently the software development, search engine marketing and publication business is being carried out whereas all other businesses were not successful. Therefore, the Board feels the Company should continue with its current business relating to software development, search engine marketing and publication. The Company proposes to venture back into the field of construction and development, which happens to be one of the main objects of the Company.

In view of the inadequacy of profits your directors are unable to recommend any dividend for the year under review.

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DIRECTORS

Pursuant to the provisions of section 152 of the Companies Act, 2013 ('the Act'), Mrs. Rupa Modi, Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting and seeks re-appointment.

Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra, who were appointed as Independent Directors under the provisions of the Companies Act, 1956 and whose period of office is liable to determination by retirement of directors by rotation. Under the provisions of Section 149 of the Companies Act, 2013, independent directors shall not be liable to retire by rotation. Further, all existing independent directors shall be required to confirm with the eligibility criteria as prescribed under the Companies Act, 2013 and therefore all existing independent directors are required to be appointed as such by the shareholders at the ensuing AGM. The Company has received Notices from Members signifying their intention to propose Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra as Independent Directors under section 152 read with 149 of the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under subsection (6) of Section 149 of the Act.

Further, Mr. Minesh Modi and Mrs. Rupa Modi were appointed as Whole Time Director and Executive Director w.e.f. 16th July, 2011 and 28th July, 2011 respectively for a period of 3 years. The Board of Directors have at their meeting held on July 15, 2014, upon the recommendation of the remuneration committee, approved the re-appointment of Mr. Minesh Modi and Mrs. Rupa Modi as Whole Time Director and Executive Director w.e.f. 15th July, 2014 and 27th July, 2014 respectively for a period of 3 years, subject to the approval of members in the ensuing AGM.

The relevant resolutions for appointment of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra as independent directors and Mr. Minesh Modi and Mrs. Rupa Modi as Whole Time Director and Executive Director respectively are placed for the approval of members.

DEPOSITS

The Company has not accepted any deposits and as such no amount of principal or interest was outstanding on the date of balance sheet.

AUDITORS

M/s. K U Kothari & Co., Chartered Accountants (having ICAI firm registration no. - 105310W), the Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and have shown their willingness to be re-appointed as the Auditors of the Company for three (3) financial years, i.e., 2014-15, 2015-16 and 2016-17. Your directors recommend their appointment as Auditors of the Company.

As required under the provisions of section 139 and 141 of the Companies Act, 2013, the Company has obtained a written consent and written certificate from the above auditors proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the limits, qualifications and eligibility norms specified in the said sections.

NETLINK SOLUTIONS (INDIA) LIMITED

LISTING

The shares of the Company are listed on the Bombay Stock Exchange Limited. The Company is regular in complying with the provisions of the Listing Agreement entered into with the Stock Exchange.

SECRETARIAL COMPLIANCE CERTIFICATE

As required under the provisions of Section 383A of the Companies Act, 1956, the Secretarial Compliance is attached herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The particulars prescribed under clause (e) of sub-Section (1) of Section 217 of the Companies Act, 1956, read with the companies (Disclosure of particulars in Report of Board of Directors) Rule, 1988 are as follows:

CONSERVATION OF ENERGY

The company is not a manufacturing company and hence the details in respect of the above are not applicable.

RESEARCH AND DEVELOPMENT

The company has not undertaken any Research and Development activity in any specific area during the year under review, and hence no cost has been incurred towards same.

Technology Absorption : Nil
Foreign Exchange Earning : Rs. 304331
Foreign Exchange Outgo : Rs. 284775

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 217 (2AA) of the Companies Act, 1956, Directors confirm that:-

- a) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in the accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis.

EMPLOYEES

During the year the company has not employed any person, which required disclosure under section 217 (2A) of the Companies Act, 1956 to be read with the Companies Particulars of Employees Rules, 1975, as amended.

NETLINK SOLUTIONS (INDIA) LIMITED

ACKNOWLEDGEMENT

Your Directors hereby place on record their appreciation and co-operation and support received from all the customers, vendors, banks and share transfer agent and thank them for their valuable contribution in the growth of the company.

Your directors thank all the shareholders of the company for their continued support.

Your directors also thank all the government agencies, The Software Technology Parks of India, Bombay Stock Exchange Limited, SEBI, The Registrar of Companies, Mumbai for their support during the year and look forward to their continued support in future.

For and on behalf of the Board of Directors

Minesh Modi
Whole Time Director
Din No: 00378378
Address: A/83, Vishnu Baug,
137, S V Road, Andheri (West),
Mumbai - 400 058.

Rupa Modi
Whole Time Director
Din No: 00378383
Address: A/83, Vishnu Baug,
137, S V Road, Andheri (West),
Mumbai - 400 058.

Place : Mumbai
Date : 30.07.2014

NETLINK SOLUTIONS (INDIA) LIMITED

**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

**SECRETARIAL COMPLIANCE CERTIFICATE
REGISTRATION NO. OF THE COMPANY: 11 -034789
Authorised Share Capital: Rs. 100,000,000/-
Paid-up Share Capital: Rs. 2,96,70,000/-**

To,
The Members
Netlink Solutions (India) Limited
507, Laxmi Plaza, Laxmi Industrial Estate,
Off. New Link Road, Mumbai - 400 053

We have examined the registers, books and papers of M/s. Netlink Solutions (India) Limited (the Company) as required to be maintained under The Companies Act, 1956, (the Act) and applicable provisions under Companies Act 2013, (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: -

1. the Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. the Company being a public limited Company, has a paid-up Capital of Rs. 2,96,70,000/-.
4. the Board of Directors duly met 4 times on May 30, 2013, July 31, 2013, November 1, 2013 and January 31, 2014 in respect of which meetings proper notices were given and signed in the minutes book maintained for the purpose.
5. the Company had closed its Register of Members from Thursday, September 26, 2013 to Monday, September 30, 2013 (Both days inclusive) in order to comply with the provisions of Section 154 of the Act.
6. the Annual General Meeting for the financial year ended on 31.03.2013 was held on 30th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.

NETLINK SOLUTIONS (INDIA) LIMITED

7. no extra-ordinary general meeting was held during the year.
8. the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Companies Act, 1956 or section 185 of the Companies Act, 2013.
9. the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. the Company has made necessary entries, wherever required, in the register maintained under Section 301 of the Act
11. as there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. the Company has not issued duplicate share certificates during the financial year.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Has not declared dividend during the year.
 - iii) Has not paid any interim dividend during the year.
 - iv) The Company was required to transfer an amount of Rs. 34,989/- lying in unclaimed or unpaid dividend Account for the financial year 2005-06 on or before September 27, 2013. However, the Company actually transferred the above sum on November 14, 2013 and thus filed form – 1INV with delay. However, as explained by the Company, there were technical issues and because of these issues, the amount could not be transferred on time.
 - v) Duly complied with the requirements of Section 217 of the Act.
14. the Board of Directors of the Company is duly constituted and no additional director(s), alternate director(s) or director(s) to fill the casual vacancy were appointed during the year.
15. the Company has not appointed any Managing Director / Whole Time Director / Manager during the financial year.
16. the Company has not appointed any sole-selling agents during the financial year.
17. the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. the Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. the Company has not allotted any Shares/debentures or other securities during the financial year.

NETLINK SOLUTIONS (INDIA) LIMITED

20. the Company has not bought back any Shares during the financial year.
21. there was no redemption of preference shares or debentures outstanding during the financial year.
22. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. the Company has not borrowed any amount from Banks or financial institutions during the financial year ended March 31, 2014 under the provisions of Section 293 (1) (d) of the Companies Act, 1956/ Section 180 of the Companies Act, 2013.
25. the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate except investments and the entries thereof have been made in the register kept for the purpose.
26. the Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. the Company has not altered the provisions of the Memorandum with respect to share capital of the Company for the year under scrutiny.
30. the Company has not altered its Articles of Association during the financial year.
31. as informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
32. the Company has not received any money as security from its employees during the financial year.
33. the Company is regular in depositing both the employees' and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

**For M Siroya and Company
Company Secretaries**

**Mukesh Siroya
Proprietor
CP No.: 4157**

**Place: Mumbai
Date: 30.07.2014**

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure A – Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 – 034789

Registers as maintained by the Company

Statutory Register

Sr. No.	Under Section	Name of Register
1	143	Register of Charges
2	150	Register of Members
3	193	Minutes of all meetings of Board of Directors
4	193(1)	Minutes of General Body Meetings
5	209	Books of Accounts
6	301	Register of Particulars of Contracts in which Directors are interested
7	303	Register of Directors
8	307	Register of Directors' Shareholding
Other Registers		
1	-	Board Meeting Attendance Register
2	-	General Meeting Attendance Register
3	-	Share Transfer Register

Annexure B – Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 – 034789

Returns / Documents / Forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended March 31st, 2014

FOR THE YEAR 2013-2014 (01.04.2013 TO 31.03.2014)

Sl. No.	Form. No	Relevant Section	Description	Date of Filing	Whether filed Within prescribed time Yes / No	If delay in filing, whether requisite additional fee paid Yes / No
1	23AC & 23ACA	220(1)	Balance Sheet and Profit & Loss Account XBRL as on 31.03.2013 filed vide SRN No. Q26088914	29.11.2013	No	Yes

NETLINK SOLUTIONS (INDIA) LIMITED

2.	20B	159(1)	Annual Return (Schedule V) made up to 30.09.2013 filed vide SRN No. Q23941743	19.11.2013	Yes	NA
3.	Form 1 INV	205	Submission of Form INV 1 for the year 2005 – 2006 (Amount was transferred on 09.10.2013) SRN No.: B89061550	14.11.2013	Yes	NA
4	66	383A	Compliance Certificate as on 31.03.2013 filed Vide SRN No. Q14022867	17.10.2013	Yes	NA

NETLINK SOLUTIONS (INDIA) LIMITED

K. U. KOTHARI & CO.

CHARTERED ACCOUNTANTS

CA. K. U. KOTHARI
B. Com. (Hons), LL.B, F.C.A.

CA. PRAKASH CHECHANI
B. Com., F.C.A., Grad. C.W.A.

A/1-205, LARAM CENTRE,
S. V. ROAD, ANDHERI (WEST),
MUMBAI-400 058
Tel: 2620 4773 / 2670 4183
Email: kukothari@rediffmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NETLINK SOLUTIONS (INDIA) LIMITED

We have audited the accompanying financial statements of **NETLINK SOLUTIONS (INDIA) LIMITED ("the company")** which comprises the Balance Sheet as at 31st March 2014, and the statement of Profit & Loss Account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

NETLINK SOLUTIONS (INDIA) LIMITED

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2014;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on the date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on the date.

Report on Other Legal & Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on 31st March 2014 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

FOR K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS
F.R.No. 105310W

PLACE : MUMBAI
DATED : 07.05.2014

PRAKASH CHECHANI
(PARTNER)
M.No. 104203

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 of the our report of even date to the Members of NETLINK SOLUTIONS (INDIA) LIMITED, on the accounts of the company for the year ended 31st March, 2014

1. In respect of its Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals, no material discrepancies were notice on such verifications
 - (c) In our opinion and according to the information and explanations given to us, no fixed assets has been disposed during the year and therefore does not affect the going concern assumption.
2.
 - (a) The physical verification of the inventory has been conducted at reasonable intervals by the management.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable & adequate in relation to the size of the company & the nature of its business.
 - (c) The company is maintaining proper records of inventory & no material discrepancies were noticed on physical verification.
3. According to the information and explanations given to us and on the basis of our examination of books of accounts, the company has not granted or taken any loans, secured or unsecured to / from the companies, firms or other parties listed in the register maintained under section 301 the Companies Act, 1956. Consequently the provisions of the clause iii(b), iii(c), iii(d), iii(f) & iii(g) of the order are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of Inventories and fixed assets and payment for expenses and for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weakness in the internal control has been noticed.
5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
 - (a) To the best of our knowledge and belief and according to the information and explanation given to us, transactions that needed to be entered into register have been so entered.
 - (b) In our opinion and according to the information and explanation given to us, in respect of transactions made in pursuance of the contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5 lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

NETLINK SOLUTIONS (INDIA) LIMITED

6. The Company has not accepted any deposits from the public covered Under Section 58 (A) and 58(AA) of the Companies Act, 1956.
7. In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
8. As per information and explanations given by the Management, Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the companies Act, 1956 for any of the activities of the company.
9. Statutory and other dues:
 - (a) According to the records, information & explanation given to us, undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales tax, wealth-tax, service-tax, custom duty, excise duty, cess and other material statutory dues, wherever applicable, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were outstanding as at the end of the year for a period of more than six months from the date becoming payable.
 - (b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess outstanding on account of dispute.
10. The Company is not having any accumulated losses at the end of the financial year & not incurred cash losses in the said financial year & incurred cash losses in immediately preceding the said financial year;
11. The company has not taken any loan from financial institution or Bank, hence clause of default in repayment of dues to the said parties is not applicable.
12. In our opinion and according to the information & explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund / society. Therefore, the provisions of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In our opinion, the company has maintained proper records of the transactions and contracts relating to dealing in shares and other investments and timely entries have been made there in. Further the investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loans during the year.
17. According to the information and explanation given to us and on an overall examination of the

NETLINK SOLUTIONS (INDIA) LIMITED

balance sheet of the Company, the company has not used the funds borrowed on short term basis for long-term investment and vice versa.

18. During the year Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the years, nor did it have any outstanding debentures at the beginning of the year.
20. The Company has not raised any money through a public issue during the year.
21. Best on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such case by the Management.

FOR K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS
F.R.No. 105310W

PRAKASH CHECHANI
(PARTNER)
M.No. 104203

PLACE : MUMBAI
DATED : 30/05/2014

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

(Rs)

Particulars	Note No.	AS AT		AS AT
		31.03.2014		31.03.2013
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	2	29,670,000	29,670,000	
(b) Reserves and Surplus	3	<u>46,906,929</u>	<u>46,693,712</u>	76,363,712
(2) Share application money pending allotment				
(3) Non-Current Liabilities				
(a) Long-term borrowings		—	—	
(b) Deferred tax liabilities (Net)	4	64,782	63,879	
(c) Other Long term liabilities		—	—	
(d) Long term provisions		—	—	63,879
(4) Current Liabilities				
(a) Short-term borrowings		—	—	
(b) Trade payables	5	1,543	—	
(c) Other current liabilities	6	2,501,050	2,523,983	
(d) Short-term provisions	7	<u>21,736</u>	<u>15,727</u>	2,539,710
Total		<u>79,166,039</u>	<u>78,967,300</u>	
II. Assets				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	8	2,165,437	2,581,238	
(ii) Intangible assets		—	—	
(iii) Capital work-in-progress		—	—	
(iv) Intangible assets under development		—	—	
		2,165,437	2,581,238	
(b) Non-current investments	9	71,203,740	70,342,225	
(c) Deferred tax assets (net)		—	—	
(d) Long term loans and advances		—	—	
(e) Other non-current assets	10	<u>4,030,537</u>	<u>4,030,537</u>	76,954,000
(2) Current assets				
(a) Current investments		—	—	
(b) Inventories		—	—	
(c) Trade receivables	11	613,780	535,290	
(d) Cash and cash equivalents	12	975,030	1,122,766	
(e) Short-term loans and advances		—	—	
(f) Other current assets	13	177,515	355,244	2,013,300
Total		<u>79,166,039</u>	<u>78,967,300</u>	
Notes on Financial Statements	1 to 29			

Notes on Financial Statements

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(0)

As per our report of even date
For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

For and on Behalf of the Board of Directors

Prakash Chechani
(Partner)
Place : Mumbai
Date : 30/05/2014

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Director)

NETLINK SOLUTIONS (INDIA) LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs)

Particulars	Note No.	AS AT 31.03.2014	AS AT 31.03.2013
I. Revenue from operations	14	4,997,221.14	5,082,632
II. Other Income	15	1,568,434.70	1,348,116
Total Revenue		6,565,656	6,430,748
IV. Expenses:			
Cost of materials consumed	16	474,754.00	654,749
Purchase of Stock-in-Trade		—	—
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		—	—
Employee benefit expense	17	2,617,499.00	2,356,667
Financial costs		—	—
Depreciation and amortization expense	18	422,901.00	421,924
Other expenses	19	2,826,820.91	2,855,423
Total Expenses		6,341,975	6,288,763
V. Profit before exceptional and extraordinary items and tax		223,681	141,985
VI. Exceptional Items		—	—
VII. Profit before extraordinary items and tax		223,681	141,985
VIII. Extraordinary Items		—	—
IX. Profit before tax		223,681	141,985
X. Tax expense:			
(1) Current tax		—	—
(2) Short Provision for Tax		9,561	
(3) Deferred tax		903	24,232
XI. Profit(Loss) from the period from continuing operations		213,217	117,753
XII. Profit/(Loss) from discontinuing operations		—	—
XIII. Tax expense of discounting operations		—	—
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		—	—
XV. Profit/(Loss) for the period		213,217	117,753
XVI. Earning per equity share:			
(1) Basic		0.007	0.00
(2) Diluted		0.007	0.00
Notes on Financial Statements	1 to 29		

As per our report of even date attached
For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)
Place : Mumbai
Date : 30/05/2014

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Director)

NETLINK SOLUTIONS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	YEAR ENDED	
	31.03.2014	31.03.2013
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extraordinary Items	223,681	141,985
Adjustments for :		
Profit on sale of Investments	(1,142,099)	(927,042)
Amortisation of Expenses	—	—
Depreciation	422,901	421,924
Dividend & Interest Received	(426,336)	(421,073)
Operating Profit before working capital changes	(921,853)	(784,206)
Adjustments for :		
Trade & other Receivables	83,380	80,283
Trade payables	(15,381)	25,669
Cash generated from operations	(853,854)	(678,254)
Direct taxes paid	(6,298)	(142,499)
Cash flow before extraordinary items	(847,556)	(535,756)
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	(847,556)	(535,756)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets(net)	(7,100)	—
Preliminary expenses	—	—
Dividend & Interest Received	426,336	421,073
Purchase of Investments (Net)	(280,584)	1,843,673
NET CASH FROM INVESTING ACTIVITIES	699,820	(1,422,600)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (net of issue expenses)	—	—
Dividend paid	—	—
Tax on Dividend Paid	—	—
NET CASH FROM FINANCING ACTIVITIES	—	—
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(147,736)	(1,958,356)
Cash & Cash equivalents - Opening Balance	1,122,766	3,081,122
Cash & Cash equivalents - Closing Balance	975,030	1,122,766
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(147,736)	(1,958,356)
This is the Cash Flow referred to in our report of even date		

As per our report of even date
For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)
Place : Mumbai
Date : 30/05/2014

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Director)

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements are prepared on the historical cost convention basis in accordance with the generally accepted accounting principles and the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

b) Revenue Recognition

Income and Expenditure are recognized and accounted on accrual basis.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Examples of such estimates include estimate of useful life of fixed assets. Actual result could differ from estimates.

d) Investments

Investments are valued at cost

e) Depreciation

Depreciation is provided on Straight Line Method at the rates prescribed in the Companies Act, 1956.

f) Fixed Assets

Fixed assets are stated at cost less depreciation. Cost includes taxes and duties

g) Foreign Currency

Transaction in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange likely to be realised from the resultant gain or loss is recognised in the Profit and Loss account to sales account.

h) Direct Taxes

Provision for Current Tax is made and retained in the accounts on the basis of tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date.

- l) The deferred tax liability has been accounted by using the tax rates announced in the Finance Bill, 2005 in accordance with Accounting Standard 22 issued by The Institute of Chartered accountant of India.

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		(Rs)	
		AS AT 31.03.2014	AS AT 31.03.2013
2	SHARE CAPITAL		
	AUTHORISED SHARE CAPITAL		
	10,00,00,000 Equity Shares of Re.1/-	10,00,00,000	10,00,00,000
	Total	10,00,00,000	10,00,00,000
	ISSUED, SUBSCRIBED AND PAID UP		
	2,96,70,000 Equity Shares of Re.1/- each fully paid up	29,670,000	29,670,000
	Total	29,670,000	29,670,000

Additional information :

- a) Terms/rights attached to equity Shares :
The Company has only one class of Share capital i.e. equity shares having face value of Rs 1/ per share Each holder of equity shares is entitled to one vote per share.
- b) Shareholders holding more than 5% of equity shares as at the end of the year:

Name of the shareholders	As at 31-03-2014		As at 31-03-2013	
	Number of shares	Shareholding %	Number of shares	Shareholding %
MINESH MODI	8046581	27.12	8046581	27.12
RUPA MODI	6379540	21.50	6379540	21.50
AUM SECURITIES PRIVATE LIMITED	1577860	5.32	1577860	5.32

		(Rs)	
		AS AT 31.03.2014	AS AT 31.03.2013
3	RESERVES & SURPLUS		
	General Reserve		
	As per last year balance sheet	1,179,808	1,179,808
	Add: Transferred during the year	—	1,179,808
	Profit and Loss Account- Balance		
	As per last year balance sheet	45,513,904	45,396,151
	Add: Profit / (Loss) During the year	213,217	45,727,121
	Total	46,906,929	46,693,712

		(Rs)	
		AS AT 31.03.2014	AS AT 31.03.2013
4	DEFERRED TAX LAIBILITY (NET)		
	RELATED TO FIXED ASSETS	128,807	159,916
	RELATED TO PRELIMINARY	(64,025)	(96,037)
	Total	64,782	63,879

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		(Rs)	
		AS AT	AS AT
		31.03.2014	31.03.2013
5	<u>TRADE PAYABLE</u>		
	TRADE CREDITORS	1,543	—
	Total	1,543	—
6	<u>OTHER CURRENT LIABILITIES</u>		
	CREDITORS FOR EXPENSES & OTHER PAYABLE	272,150	282,083
	CREDITORS FOR CAPITAL EXPENDITURE	2,228,900	2,228,900
	ADVANCE FROM CUSTOMERS	—	13,000
	Total	2,501,050	2,523,983
7	<u>SHORT TERM PROVISIONS</u>		
	Other Provisions	10,625	4,616
	Provision For Income Tax	11,111	11,111
	Total	21,736	15,727

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs)

Name of Asset	Gross Block				Depreciation			Net Block	
	As on 01.04.13	Additions During Year	Deletions During Year	As on 31.03.14	As on 01.04.13	For the Year	Deletions During Year	As on 31.03.14	As at 31.03.13
	Computers	944,017	7,100	—	951,117	773,835	47,525	—	129,757
Office Equipments	30,550	—	—	30,550	10,433	1,451	—	18,666	20,117
Air conditioner	258,504	—	—	258,504	94,798	12,279	—	151,427	163,706
Furniture & Fixtures	293,594	—	—	293,594	177,815	18,585	—	97,194	115,779
Motor Car	3,611,170	—	—	3,611,170	1,499,716	343,061	—	1,768,393	2,111,454
TOTAL	5,137,835	7,100	—	5,144,935	2,556,597	422,901	—	2,165,437	2,581,238
Previous Year	5,137,835	—	—	5,137,835	2,134,673	421,924	—	2,581,238	3,003,162

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs)

9 NON CURRENT INVESTMENTS

A Traded Non Current Investments (Quoted & Fully paid Equity Shares) at Cost

Name of the Company	As at 31.03.14 Quantity	As at 31.03.14 RS	As at 31.03.13 Quantity	As at 31.03.13 RS
ANANT RAJ LTD	—	—	4,000	250,907
BIOCON LTD	—	—	2,500	723,642
CENTRAL BANK OF INDIA LTD	—	—	8,000	1,251,061
CAPRI GLOBAL CAPITAL LTD	543	70,003	15,000	1,806,836
(MONEY MATTER FINANCIAL SERVICES LTD)				
DECCAN CHRONICLE HOLDINGS LTD	23,000	1,036,218	23,000	1,036,218
DENA BANK LTD	—	—	7,000	645,345
DIVIS LAB LTD	—	—	1,650	1,769,941
FINANCIAL TECNOLOGIES (INDIA) LTD	2,000	744,423	—	—
FEDERAL BANK LTD	5,000	389,873	—	—
HINDUSTAN PETROLEUM LTD	—	—	1,500	534,893
INDIA BULLS HOUSING FINANCE LTD	15,000	3,338,326	9,000	2,489,787
INTERNATIONAL PAPER APPM LTD	2,500	783,275	—	—
IDFC LTD	10,000	1,135,635	—	—
KARUR VYSYA BANK LTD	2,000	652,660	—	—
MAHINDRA LIFESPACE DEVELOPERS LTD	—	—	1,000	375,364
MAHINDRA HOLIDAYS & RESORTS INDIA LTD	—	—	2,000	614,819
MINDA INDUSTRIES LTD	2,032	372,825	—	—
MPPOLYPROPYLENE LTD	1,520,683	9,032,953	—	—
NMDC LTD	—	—	2,000	271,590
POWER TRDG CORP LTD	—	—	59,000	4,392,046
PTC INDIA FINANCIAL SERVICES LTD	120,001	1,698,929	90,000	1,326,184
RELIANCE CAPITAL LTD.	—	—	1,500	2,616,187
SANGHVI MOVERS LTD	8,444	1,054,680	10,000	1,363,571
SATYAM COMPUTER LTD	—	—	16,000	1,603,887
SECURE EARTH TECHNOLOGIES LTD	150,000	3,104,334	—	—
STRIDES ARCOLAB LTD	3,300	1,196,621	—	—
STERLING HOLIDAYS RESORTS LTD	—	—	4,000	337,061
TV 18 BROADCAST LTD	30,000	920,164	40,000	1,260,064
Total Traded Investments (A)	1,894,503	25,530,917	297,150	24,669,402

Market Value of Traded quoted investments Rs 4,83,33,860/- (Previous Year Rs 1,88,45,175/-)

B Other Investments

Joint share in Trust (Business Excellence Trust)	—	19,580,303	—	19,580,303
Office Premises 302	—	7,752,440	—	7,752,440
Office Premises 304	—	6,421,450	—	6,421,450
Office Premises 404	—	6,985,140	—	6,985,140
Office Premises 405	—	4,933,490	—	4,933,490
Total other Investments (B)	—	45,672,823	—	45,672,823
Total (A+B)	1,894,503	71,203,740	297,150	70,342,225

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	AS AT 31.03.2014	(Rs) AS AT 31.03.2013
10 OTHER NON CURRENT ASSETS		
Lease Deposits	4,000,000	4,000,000
Other Deposits	30,537	30,537
Total	4,030,537	4,030,537
11 TRADE RECEIVABLES		
Over six months	64,160	251,104
Others	549,620	613,780
Total	613,780	535,290
12 CASH & CASH EQUIVALENTS		
Cash on Hand	63,827	128,777
Bank balance with schedule Banks		
On Current Account	832,476	921,971
On Deposit Account	78,726	72,018
Total	975,030	1,122,766
13 OTHER CURRENT ASSETS		
Advance Income Tax & Tds	154,519	170,378
Other Advances	22,996	184,866
Total	177,515	355,244
14 REVENUE FROM OPERATIONS		
Advertisement Income	4,105,710	4,029,650
Advertisement Income (overseas)	8,357	—
Google Income	24,624	—
Subscription Income	17,000	18,200
Website & Internet Promotion	841,530	1,034,782
Total	4,997,221	5,082,632

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	AS AT 31.03.2014	(Rs) AS AT 31.03.2013
15 OTHER INCOME		
Dividend from Current & Non Current investment	396,359	386,471
Interest on Current Investment	6,708	8,266
Others Interest	23,269	26,336
Joint Share of Benificary from business excellence Trust	—	(3,186,141)
Speculation P&L	(511)	
Net Gain & Loss on Sale of Investment		
From Long term Investment	(3,776,217)	3,557,731
From Current Investment	4,918,827	555,452
Total	<u>1,568,435</u>	<u>1,348,116</u>
16 COST OF MATERIAL CONSUMED		
Paper Consumption	460,652	636,057
Packing Material	14,102	18,692
Total	<u>474,754</u>	<u>654,749</u>
17 EMPLOYEE BENEFIT EXPENSES		
Salary	2,017,499	1,756,667
Directors Remuneration	600,000	600,000
Total	<u>2,617,499</u>	<u>2,356,667</u>
18 DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	422,901	421,924
Preliminary Expenses Written Off	—	—
Total	<u>422,901</u>	<u>421,924</u>

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		(Rs)
	AS AT 31.03.2014	AS AT 31.03.2013
19 OTHER EXPENSES		
Advertisement Expenses	56849.74	83,514
Bank charges	6922.34	10,987
Baddebts	0.00	15,000
Business Excellence Fund (Expenses)	0.00	514,592
Business Promotion Expense	36090.00	31,360
Discount/Rate Difference	7910.00	11,796
Electricity Expenses	81623.00	65,563
Insurance	33304.00	30,214
Internet Expenses	19729.00	20,039
Job Charges	535049.00	591,086
Listing & Other Fees	62821.00	80,875
Misc /Office Expense	40371.15	26,225
Motor Car Expenses	84761.59	328,136
Municipal Taxes & Society Charges	21244.00	52,384
Payment to Auditors	196630.00	60,113
Property Tax	392116.00	—
Postage & Courier Expense	223392.26	308,500
Printing & Stationery	125541.00	14,566
Professional Fees	172190.00	141,066
Repair & Maintenance	22405.00	12,602
Share Dealing Expenses & Demate Charge	78222.23	28,038
Staff welfare	42379.00	20,930
Transportation charges	0.00	2,100
Telephone Expense	34186.00	27,873
Travelling & Conveyance Expenses	268309.44	36,964
Website Expense	284775.16	340,900
Total	<u>2,826,821</u>	<u>2,855,423</u>

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

20) Contingent liabilities not provides for :

Income tax demand & disputes pending before appellate authorities Rs. Nil
(Previous Year Rs. Nil-)

21) Related party disclosures (as identified by the Management) as required by Accounting Standard 18 are given below:

a) Names of related parties and description of relationship.

(i) Key Management Personnel & their relatives

(1) Mr. Minesh V. Modi Director Whole time director

(2) Ms. Rupa M. Modi Director Director

(ii) Relative of Key Management Personnel :- Nil

(iii) Other related parties where common control exists

(1) Aditya Fincap Private Limited.

b) Related party transactions.

Nature of Transaction	Key Management Personnel Rs.	Relative of Key Management Personnel Rs.	Other related party with common control Rs.
Lease Deposit	40,00,000 (P. Y. 40,00,000/-)	Nil (P. Y. Nil)	Nil (P. Y. Nil)
Director' Remuneration	6,00,000/ (P. Y. 6,00,000/-)	Nil (P. Y. Nil)	Nil (P. Y. Nil)

22) Earning per share :

	2013-14 (Rs)	2012-13 (Rs)
Profit after tax (Numerator used for calculation)	213217	117753
Weighted Avg. No. of shares (Denominator used for calculation)	29670000	29670000
Basic & diluted earning per share	0.007	0.004

NETLINK SOLUTIONS (INDIA) LIMITED

23) Segment Reporting :

a) Information about Business Segment (for the year 2013-14) : (Rs. In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	8.75	41.23	15.68	65.66
RESULTS				
Profit / (loss) before tax	0.05	13.18	14.91	28.14
Less: Unallocated Exp.				25.90
Total Profit before Tax				2.24
Provision for Tax				
Current				-
Deferred				0.01
Short provision for tax				0.10
Profit for the year After Tax				2.13
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.52	5.97	698.49	705.98
Unallocated				59.79
Total				765.77

b) Information about Business Segments (for the year 2012-13) : (Rs. In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	10.35	40.48	13.48	64.31
RESULTS				
Profit / (loss) before tax	0.71	12.93	8.06	21.70
Less: Unallocated Exp.				20.28
Total Profit before Tax				1.42
Provision for Tax				
Current				0.00
Deferred				0.24
Short provision for tax				—
Profit for the year After Tax				1.18
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	3.17	9.12	685.06	697.35
Unallocated				66.29
Total				763.64

Geographical Segment :

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

NETLINK SOLUTIONS (INDIA) LIMITED

24) Additional Information pursuant to para 3, and 4D of part II or Schedule VI the Companies Act 1956 :

(i) Quantitative Details :	Current Year		Previous Year	
Finished Goods (Magazines)	Qty	Rs.	Qty	Rs.
Manufactured				
Magazines & Show Directory	15100	—	20000	—
Sale				
Magazines & Show Directory	15100	17000	20000	18200
(Sale qty includes magazine distributed free of cost)				
 (ii) Consumption of Raw materials (all Indigenous)				
Paper				
ART Card (Magazine)	4350 (Sheet)	33888	6950(Sheet)	64306
Art Paper (Magazine)	229 (Rms)	426764	289 (Rms)	571751
Total (For Magazine)		460652		636057

25) <u>Earning in foreign Exchange :</u>	2013-14 (Rs)	2012-13 (Rs)
Website & Internet Promotion	24624	154932
Advertisement Income	279707	181869'

26) <u>Expenditure in foreign Exchange :</u>		
Website & internet Exp.	284775	340900

27) None of the directors and/or employees are receiving salary either for part of the year or for the full year in excess of limit prescribed u/s. 217 (2A) of the Companies Act.

Rupa Modi Director 600,000

28) <u>Auditors Remuneration includes :</u>	2013-14	2012-13
Statutory Audit Fees	150000	36000
Tax Matters	25000	17500
Service Tax	21630	6613
	<u>196630</u>	<u>60113</u>

29) The figures for the previous year have been regrouped, rearranged, wherever necessary, so as to make them comparable with those for the current year.

As per our report of even date

For K. U. Kothari & Co.

Chartered Accountants

FRN No. 105310W

For and on behalf of the Board

PRAKASH CHECHANI

(Partner)

Membership No. 104203

Place : Mumbai

Date : 30/05/2014

Director

Director

Form No. MGT-11

PROXY FORM

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

CIN : L45200MH1984PLC034789
Name of the Company : NETLINK SOLUTIONS (INDIA) LIMITED
Registered office : 507, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road, Andheri (W), Mumbai – 400 053

Name of the member(s):
Registered address:
E-mail id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) ofShares of the above named Company, hereby appoint

1. Name:.....
Address:
Email-id:
Signature:..... or falling him
2. Name:.....
Address:
Email-id:
Signature:..... or falling him
3. Name:.....
Address:
Email-id:
Signature:.....

As my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the annual general meeting of the Company, to be held on Tuesday, 30th September, 2014 at 9.30 a.m. at the registered office of Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Item No.	Description	No. of Shares	For	Against
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2014			
2	Re-appointment of Mrs. Rupa Modi, who retires by rotation, as a Director			
3	Re-appointment of M/s. K U Kothari & Co, as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the Third consecutive AGM of the Company and approve their remuneration.			

4	Appointment of Mr. Premnath T Mishra as an Independent Director for a term of Five consecutive years commencing from September 30, 2014.			
5	Appointment of Mr. Rajendra S Lokare as an Independent Director for a term of Five consecutive years commencing from September 30, 2014.			
6	Appointment of Mr. Yogesh Becharbhai Girnara as an Independent Director for a term of Five consecutive years commencing from September 30, 2014.			
7	Re-appointment of Mr. Minesh Modi as Whole Time Director of the Company w.e.f. July15, 2014 for a period of 3 years			
8	Re-appointment of Mrs. Rupa Modi as Executive Director of the Company w.e.f. July 27, 2014 for a period of 3 years			
9	Approval under Section 186 for giving authority to make investments in excess of the prescribed limits upto a limit of Rs. 100 Crores.			
10	Approval under Section 180 Authorizing Board for borrowing moneys in excess of the aggregate of the paid-up capital and free reserves of the Company upto a limit of Rs. 100 Crores			

Signed thisday of20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road,
Andheri (W), Mumbai – 400053, Maharashtra, INDIA;
Tel.: 022-26335583,26335584,26371422,26371522,;

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

ATTENDANCE SLIP

D.P. Id*	
Client Id*	

Regd. Folio No.	
No. of Share(s) held	

NAME AND ADDRESS OF THE SHAREHOLDER:

I/We hereby record my/our presence at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company held on Tuesday, the 30th of September, 2014 at 09:30 A.M. at 507, Laxmi plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053, Maharashtra.

USER ID: PASSWORD/PIN :

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.**

BOOK - POST

TO,

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