



NETLINK SOLUTIONS (INDIA) LIMITED

32nd ANNUAL REPORT

2016-2017



NETLINK SOLUTIONS (INDIA) LIMITED

32ND ANNUAL REPORT

BOARD OF DIRECTORS	MINESH V. MODI	Whole Time Director
	RUPA M. MODI	Executive Director & CFO
	YOGESH B. GIRNARA	Independent Director
	RAJENDRA S. LOKARE	Independent Director
	PREMNATH T. MISHRA	Independent Director

BANKERS **HDFC BANK LIMITED**

AUDITORS **K. U. KOTHARI & CO.
CHARTERED ACCOUNTANTS**

REGISTERED OFFICE **507, LAXMI PLAZA,
LAXMI INDUSTRIAL ESTATE,
OFF NEW LINK ROAD,
ANDHERI (W),
MUMBAI – 400 053**

***REGISTRAR AND
TRANSFER AGENT*** **ADROIT CORPORATE SERVICES PVT. LTD.
19, JAFFERBHOY INDUSTRIAL ESTATE,
MAKWANA ROAD,
MAROL NAKA, ANDHERI (E),
MUMBAI – 400 059**

NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Saturday, September 30, 2017 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, 2017 including the Audited Balance Sheet as at 31st March, 2017 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.
3. To appoint Statutory Auditors..

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Jhawar Mantri and Associates (ICAI Firm Registration No.113221W) be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s K.U. Kothari & Co., Chartered Accountants (ICAI Firm Registration No.105310W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Act), at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/ Consents/ sanctions/permissions as may be necessary, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Company be and is hereby accorded to the re-appointment of Mrs. Rupa Modi as an Executive Director of the Company

NETLINK SOLUTIONS (INDIA) LIMITED

w.e.f. July 27, 2017 for a period of 3 years on a minimum monthly remuneration of INR 2,00,000 p.m (basic plus all perquisites).

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

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

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

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

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/ Consents/ sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, the approval of the Company 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, 2017 for a period of 3 years on a minimum monthly remuneration of INR 2,00,000 p.m. (basic plus all perquisites).

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

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profit are inadequate, the Company may pay to the appointee, the above

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remuneration as the minimum remuneration for the period of 3 years from the date of appointment or such other period as may be statutorily permitted by the way of salary, perquisites and other allowances and benefits as specified above subject to the receipt of the requisite approvals, if any.

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

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

By Order of the Board

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

Minesh Modi
Whole Time Director
DIN NO: 00378378

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

Place: Mumbai
Date: 14.08.2017

NETLINK SOLUTIONS (INDIA) LIMITED

Notes

- A. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- B. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 28th September, 2017, 9:00A.M. IST). A proxy form for the AGM is enclosed).
- C. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work are Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
- E. The Register of Members and Transfer Books of the Company will be closed from September 25, 2017 to September 30, 2017 (both days inclusive).
- F. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Adroit Corporate Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- G. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2016-17 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form)
- H. Members are requested to:
 - (a) intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
 - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

NETLINK SOLUTIONS (INDIA) LIMITED

- J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- K. Mr. Mukesh Siroya, Practicing Company Secretary(Membership No. F5682) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, September 26, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL[for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Open e-mail and open the PDF file 'remotee-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new

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Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

- (vi) Home page of e-voting opens. Click one-Voting – Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Netlink Solutions (India) Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizer.siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.

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

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

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

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

VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' for Members available at the download section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990.

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

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).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 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.
3. To appoint Statutory Auditors..

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Jhawar Mantri and Associates (ICAI Firm Registration No.113221W) be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s K.U. Kothari & Co., Chartered Accountants (ICAI Firm Registration No.105310W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Act), at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/ Consents/ sanctions/permissions as may be necessary, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Company be and is hereby accorded to the re-appointment of Mrs. Rupa Modi as an Executive Director of the Company

NETLINK SOLUTIONS (INDIA) LIMITED

w.e.f. July 27, 2017 for a period of 3 years on a minimum monthly remuneration of INR 2,00,000 p.m (basic plus all perquisites).

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

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

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

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

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

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

Registered Office:

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

Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 14.08.2017

By Order of the Board

Minesh Modi
Whole Time Director
DIN NO: 00378378

NETLINK SOLUTIONS (INDIA) LIMITED

Notes

- A. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- B. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 28th September, 2017, 9:00A.M. IST). A proxy form for the AGM is enclosed).
- C. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work are Adroit Corporate Services Pvt. Ltd. 19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
- E. The Register of Members and Transfer Books of the Company will be closed from September 25, 2017 to September 30, 2017 (both days inclusive).
- F. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Adroit Corporate Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- G. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2016-17 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form)
- H. Members are requested to:
 - (a) intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
 - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

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- J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- K. Mr. Mukesh Siroya, Practicing Company Secretary(Membership No. F5682) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, September 26, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL[for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Open e-mail and open the PDF file 'remotee-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new

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Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

- (vi) Home page of e-voting opens. Click one-Voting – Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Netlink Solutions (India) Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizer.siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.

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

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

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

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

VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' for Members available at the download section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990.

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

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).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai – 400053

Tel.: 022-26335583,26335584,26371422,26371522;

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

ATTENDANCE SLIP

D.P. Id*	
Client Id*	

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

NAME AND ADDRESS OF THE SHAREHOLDER :

I/ We hereby record my/ our presence at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th of September, 2017 at 9.00 A.M. at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053, Maharashtra.

Name of the member/Representative/Proxy : _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.

Note : Please fill Attendance Slip and hand it over at the entrance of the meeting hall.

Only the Member/Proxy holder can attend the meeting.

NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai – 400053

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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 :

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Name of the member/Representative/Proxy : _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.

Note : Please fill Attendance Slip and hand it over at the entrance of the meeting hall.

Only the Member/Proxy holder can attend the meeting.

NETLINK SOLUTIONS (INDIA) LIMITED

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

T: + 91 22 26335583 F: + 9122 26371746 CIN: L45200MH1984PLC034789

Email: netlink@easy2source.com Website: www.nsil.co.in

PROXY FORM

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

Form No. MGT-11

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

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

- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____
- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____
- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053 on Saturday, the 30th September, 2017 at 9:00A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

are indicated below:

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017			
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.			
3	To appoint Statutory Auditors			

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	To re-appoint of Mrs. Rupa Modi as an Executive Director of the Company			
2	To re-appointment of Mr. Minesh Modi as Whole Time Director of the Company.			

Signed thisday of2017.

Signature of the Member:

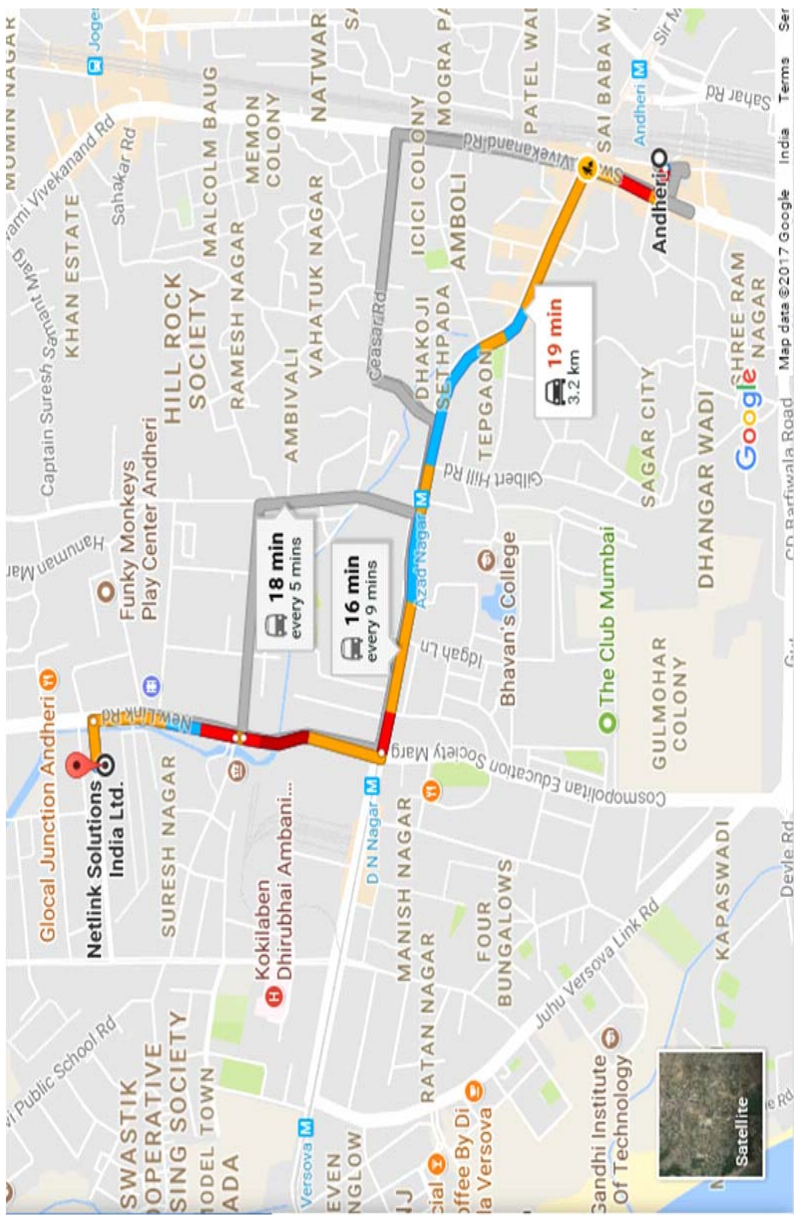
Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

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

NETLINK SOLUTIONS (INDIA) LIMITED



Netlink Solutions (India) Limited

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



Andheri Station

NETLINK SOLUTIONS (INDIA) LIMITED

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2017.
- X. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2017, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or netlink@easy2source.com.

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

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries (Membership No. F5682) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM/ EGM/ EOGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 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 countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nsdl.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVII. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: Near to Laxmi Industrial Estate.
- XVIII. Mr. Minesh Modi being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Minesh Modi Being eligible has offered himself for re-appointment.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Name of the Director	Mr. Minesh Modi	Mrs. Rupa Modi
Designation	Whole-time Director	Executive Director & CFO
Din No	00378378	00378383
Date of Birth	09/02/1963	19/12/1963
Date of Appointment	16/07/2011	25/02/2005
Directorship held in other companies	Aditya Fincap Private Limited	Aditya Fincap Private Limited
Memberships/Chairmanships of Committees across Public Companies	No	No
Brief Profile covering experience, achievements etc	Rich experience in the field of Finance and General Business management	Rich experience in the field of Business management
Qualifications	Bachelor of Science(BSc)	Diploma in Medical Laboratory Technology Shares held in the Company
Shares held in the Company	814869 Equity Shares	637954 Equity Shares
Relationship with Directors	Spouse of Mrs. Rupa Modi	Spouse of Mr. Minesh Modi

Registered Office:

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Mumbai – 400053
CIN :L45200MH1984PLC034789
e-mail :netlink@easy2source.com,
Website :www.nsil.co.in

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

Place: Mumbai
Date: 14.08.2017

By Order of the Board

Minesh Modi
Whole Time Director
DIN NO: 00378378

NETLINK SOLUTIONS (INDIA) LIMITED

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

Item No. 4

Mrs. Rupa Modi, CFO, was appointed as Whole Time Director ("WTD") of the Company w.e.f. July 27, 2014 for a period of 3 years. The Board, thereafter, at its meeting held on July 15, 2017 appointed Mrs. Modi as WTD of the Company w.e.f. July 27, 2017 for a period of 3 years subject to the approval members in the General Meeting.

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

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

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

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

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

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

GENERAL INFORMATION				
Nature of industry	Netlink Solutions (India) Limited is an India-based company engaged in the business of Web designing, print media and investment of surplus funds in equity shares. The Company is involved in information media (advertisement and exhibition related income), and software development.			
Date or expected date of commencement of commercial production	The date of commencement of business is 13th December, 1984			
In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators	Details	31.03.2015	31.03.2016	31.03.2017
	Sales & other income	35,71,473	1,51,45,060	3,20,15,263
	Net Profit (Loss) After Tax	1,37,06,606	23,15,049	55,28,049
Export performance and net foreign exchange collaborations.	Export performance -Nil			

NETLINK SOLUTIONS (INDIA) LIMITED

Foreign investments or collaborators, if any	Foreign investments – Nil
INFORMATION ABOUT THE APPOINTEE	
Background details.	Mrs. Rupa Modi has rich experience in the fields of Finance and general Business Management. Mrs. Modi is qualified in the field of Medical Laboratory Technology.
Past remuneration	1,00,000 p.m.
Recognition or Awards	None
Job profile and his suitability	Mrs. Rupa Modi has rich experience in the fields of Finance and general Business Management. Mrs. Modi has been ably managing business and finance.
Remuneration proposed	Minimum remuneration of Rs. 2,00,000 per month . Perquisites and Commission: As stated in Resolution no. 4.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, its nature of business and the job profile and position of Mrs. Rupa Modi, comparative figures are not available. Hence the comparisons could not be established.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel except Mr. Minesh Modi, spouse. Mrs. Modi is one of the promoters of the Company.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The Company has been making profits. However, its profits at present are inadequate as per the provisions of the Companies Act, 2013.
Steps taken or proposed to be taken for improvement.	Netlink Solutions (India) Limited currently has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. The Company cut costs and were looking for right opportunity. The Company has successfully conducted 2 nd Exhibition and it was a grand success compared to the previous version, i.e., 1 st Exhibition and looking to gain from this experience and feel this division is gaining momentum and shall add to the top and bottom line of the Company in near future.
Expected increase in productivity and profits in measurable terms.	The Company has implemented the plans, which will reap the fruits in the next few years and if properly and successfully implemented it will give a substantial increase in the sales and profits of the company in the coming years.

NETLINK SOLUTIONS (INDIA) LIMITED

DISCLOSURES	
Remuneration Package of the Managerial Personnel	Total remuneration payable to Mrs. Rupa Modi shall be fixed by the Board of Directors of the Company from time to time subject to minimum remuneration of Rs. 2,00,000 per month and commission not exceeding 5% of net profits, as shall be decided by the Nomination and Remuneration Committee, with full liberty to the Board to fix the remuneration within the above overall limit

Item No.5

Mr. Minesh Modi was appointed as Whole Time Director ("WTD") of the Company w.e.f. July 15, 2014 for a period of 3 years. The Board, thereafter, at its meeting held on July 15, 2017 appointed Mr. Modi as WTD of the Company w.e.f. July 15, 2017 for a period of 3 years subject to the approval members in the General Meeting.

He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 54 years. Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice.

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

Your Directors recommend the passing of the resolution by the shareholders as a Special Resolution. The following additional information as required by Schedule V to the Companies Act, 2013 is given below.

GENERAL INFORMATION				
Nature of industry	Netlink Solutions (India) Limited is an India-based company engaged in the business of Web designing, print media and investment of surplus funds in equity shares. The Company is involved in information media (advertisement and exhibition related income), and software development.			
Date or expected date of commencement of commercial production	The date of commencement of business is 13th December, 1984			
In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators	Details	31.03.2015	31.03.2016	31.03.2017
	Sales & other income	35,71,473	1,51,45,060	3,20,15,263
	Net Profit (Loss) After Tax	1,37,06,606	23,15,049	55,28,049
Export performance and net foreign exchange collaborations.	Export performance -Nil			

NETLINK SOLUTIONS (INDIA) LIMITED

Foreign investments or collaborators, if any	Foreign investments – Nil
INFORMATION ABOUT THE APPOINTEE	
Background details.	Mr. Modi is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 54 years.
Past remuneration	1,00,000 p.m.
Recognition or Awards	None
Job profile and his suitability	He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He has successfully organized two Exhibitions with the assistance of Mrs. Modi and the team.
Remuneration proposed	Minimum remuneration of Rs. 2,00,000 per month . Perquisites and Commission: As stated in Resolution no. 5.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, its nature of business and the job profile and position of Mr. Minesh Modi, comparative figures are not available. Hence the comparisons could not be established.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, the Whole Time Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel except Mrs. Rupa Modi, spouse. Mr. Modi is one of the promoters of the Company.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The Company has been making profits. However, its profits at present are inadequate as per the provisions of the Companies Act, 2013.
Steps taken or proposed to be taken for improvement.	Netlink Solutions (India) Limited currently has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. The Company cut costs and were looking for right opportunity. The Company has successfully conducted 2 nd Exhibition and it was a grand success compared to the previous version, i.e., 1 st Exhibition and looking to gain from this experience and feel this division is gaining momentum and shall add to the top and bottom line of the Company in near future.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Registered Office:

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

By Order of the Board

Mumbai – 400053

CIN :L45200MH1984PLC034789

e-mail :netlink@easy2source.com,

Website :www.nsil.co.in

Minesh Modi
Whole Time Director
DIN NO: 00378378

Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 14.08.2017

NETLINK SOLUTIONS (INDIA) LIMITED

DIRECTORS' REPORT

Directors' Report to the Members

Your Directors present their Thirty Second Annual Report together with the Audited Financial Statement of your Company for the year ended 31st March, 2017.

Financial Highlights

(Rs. in Lakhs)		
Financial Performance:	2016 -17	2015 -16
Total Income	383.88	201.09
Total Expenditure	311.13	173.51
Profit Before Depreciation and Tax	77.44	27.58
Less: Deprecation	4.69	3.65
Net Profit before Tax	72.75	23.93
Less: Current Tax	12.48	2.53
Less: Short Provision for Tax	0.00	0.24
Less: Deferred tax Liability/(Assets)	4.99	(1.99)
Net Profit after Tax	55.28	23.15

Dividend

The Board has not recommended any Dividend for the current financial year in order to conserve its resources.

Reserves

Out of the profits available for appropriation, no amount has been transferred to the General Reserve.

Transfer of unclaimed dividend to investor education and protection fund

In terms of provisions of Section 125 of the Companies Act, 2013, unclaimed / unpaid Dividend relating to the financial year 2008–2009 has already been transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

Operations/ State of the Company's Affairs

During the year the Total Income of the Company has been Rs. 383.88 Lacs as compared to previous year total of Rs. 201.09 Lacs. Our company has made Profit amounting to Rs.55.28 Lacs after tax.

Netlink Solutions (India) Limited currently has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. We experienced that the Print Media is gradually edging past electronic media. The Company cut costs and were looking for right opportunity. It is in this context, the Company successfully conducted 2nd Exhibition and it was a grand success compared to the previous version, i.e., 1st Exhibition and looking to gain from this experience and feel this division is gaining momentum.

NETLINK SOLUTIONS (INDIA) LIMITED

Share Capital

During the year under the review there is no change in the Issued, Subscribed Share Capital of the Company.

Employee Stock Options Scheme

During the year under the review the Company has not issued any Shares pursuant to the Employee Stock Options Scheme.

Holding Company / Subsidiary Company

The Company does not have any Subsidiary, Joint Venture or Associate Company.

Management Discussion and Analysis Report

In accordance with regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Report as **Annexure - I**.

Corporate Governance

As per the Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are effective December 1, 2015, provisions with respect to Corporate Governance compliance shall not apply to a listed entity with Paid-up Capital upto Rs. 10,00,00,000 (Indian Rupees Ten Crore) and Net Worth upto Rs. 25,00,00,000 (Indian Rupees Twenty Five Crore), as on the last day of previous financial year.

The Paid-up Share Capital of the Company is Rs. 2.97 Crore only and the Net Worth is Rs. 9.79 Crore only and therefore the requirement of compliance with Corporate Governance is not applicable to the Company.

Corporate Social Responsibility (CSR)

The provisions related to Corporate Social Responsibility are not applicable to the company.

Directors and Key Managerial Personnel

There are no changes in the Board of Directors of the Company during the year under review.

The Board Comprises of Mr. Minesh Modi, Whole-time Director and Mrs. Rupa Modi, Executive Director and Chief Financial Officer. Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra are the Independent Directors of the Company.

In terms of provisions of Section 152(6) of the Act, Mr. Minesh Modi (00378378), being longest in the office, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Rahul Santosh Patidar was appointed as Company Secretary and Compliance Officer of the Company and designated as Key Managerial Personnel of the Company w.e.f. May 10, 2016, pursuant to section 203 of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Patidar resigned from the post of Company Secretary of the Company w.e.f. July 26, 2016.

NETLINK SOLUTIONS (INDIA) LIMITED

Mr. Ankur Sen was appointed as Company Secretary and Compliance Officer of the Company and designated as Key Managerial Personnel of the Company w.e.f. January 18, 2017, pursuant to section 203 of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sen resigned from the post of Company Secretary of the Company w.e.f. April 15, 2017.

The term of office of Mr. Minesh Modi as Whole Time Director and Mrs. Rupa Modi as Executive Director came to an end on July 15, 2017 and July 27, 2017 respectively. The Board at its meeting held on July 15, 2017, based on recommendations of the Nomination and Remuneration Committee ("NRC") approved the re-appointment of Mr. Modi and Mrs. Modi on such terms and conditions as recommended by the Nomination and Remuneration Committee, subject to the approval of members.

Revision in Remuneration and Commission:

The Board at its meeting held on August 14, 2017, upon recommendation of the NRC, approved the following:

1. Remuneration payable to Mr. Minesh Modi shall be Rs. 2,00,000 (Rupees Two Lakhs) per month;
2. Remuneration payable to Mrs. Rupa Modi shall be Rs. 2,00,000 (Rupees Two Lakhs) per month;
3. In addition to the salary and perquisites as above the payment of commission to Mr. Minesh Modi and Mrs. Rupa Modi not exceeding 5% of the net profits of the Company in any financial year to each of the appointee, as the NRC shall decide having regard to the performance of the Company.

Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof.

Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015 the Board of Directors has carried out an annual performance evaluation of its own performance, the Directors individually including Independent Directors. Evaluation was done by Nomination and Remuneration Committee. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity; attendance and adequacy of time given by the Directors to discharge their duties; Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

Separate Meeting of the Independent Directors

In Compliance with the provision of the Companies Act, 2013 SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015, the Independent Directors held a Meeting on March 31, 2017, and they, inter alia:

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Reviewed the performance of the Chairperson of the Company
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

NETLINK SOLUTIONS (INDIA) LIMITED

The Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

Familiarisation Programme for Independent Directors

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters alongwith other details as required pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the website of the Company at www.nsil.co.in.

Policies on Appointment of Directors and Remuneration of Directors, Key Managerial Personnel and Employees

In accordance with the provisions of section 134(3) (e) of the Companies Act, 2013 ("the Act") read with section 178(2) of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted a Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management, which, inter alia, includes the criteria for determining qualifications, positive attributes and independence of Directors.

Your Company has also adopted the appointment of Policy of directors and senior management and Policy on Remuneration of Directors, Key Managerial Personnel and Employees of the Company in accordance with the provisions of sub-section (4) of section 178, and the same are appended as **Annexure II-A and Annexure II-B** and form part of this Report.

Declaration of Independent Directors

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independent laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meetings

During the year under review the Board of Directors met 8(Eight) times on May 10, 2016, May 30, 2016, August 6, 2016, August 26, 2016, November 7, 2016, January 18, 2017, January 30, 2017 and March 21, 2017. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of Directors	Number of Meetings held	Number of Meetings attended
1	Minesh V. Modi	8	8
2	Rupa M. Modi	8	8
3	Yogesh B. Girnara	8	8
4	Rajendra S. Lokare	8	8
5	Premnath T. Mishra	8	8

NETLINK SOLUTIONS (INDIA) LIMITED

Directors' Responsibility Statement

The Board of Directors acknowledge the responsibility for ensuring compliances with the provisions of section 134(3)(c) read with Section 134 (5) of the Companies Act, 2013, Clause 49 (III)(D)(4)(a) of the Listing Agreement with Stock Exchanges (applicable up to November 30, 2015) and provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and based on the information provided by the management, your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Internal Financial Controls and their Adequacy

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

Composition of Audit Committee

The Audit Committee comprises of Mr. Minesh Modi, Mr. Yogesh Girnara and Mr. Rajendra Lokare. Mr. Yogesh Girnara is the Chairman of the Committee. The role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee met 5 times during the year under review on May 30, 2016, August 6, 2016, November 7, 2016, January 30, 2017 and March 21, 2017. The Committee discussed on financials, audit reports and appointment of auditors. The Board accepted all recommendations of the Audit Committee made from time to time.

Vigil mechanism / Whistle Blower Mechanism

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit

NETLINK SOLUTIONS (INDIA) LIMITED

Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The Whistle Blower Policy of the Company is available at web link <http://nsil.co.in/policy.php>.

Risk Management

The Company has in place the procedure to inform the Board about the risk assessment and minimization procedures. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Audit Committee has been assigned the task of ensuring Risk Management, for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time. The Board periodically reviews implementation and monitoring of the risk management plan for the Company including identification therein of elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

Auditors

M/s. K U Kothari & Co., Chartered Accountants (ICAI Firm Registration Number 105310W), the retiring statutory auditors have completed the maximum tenure as statutory auditors of the Companies as provided under Companies Act ,2013 and relevant rules thereunder .

The Board of Directors on the recommendations of the Audit Committee has approved and recommended to the Membersthe appointment of M/s Jhawar Mantri and Associates (ICAI Firm Registration No.113221W)who has given written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of Section 139 and 141 of the Companies Act,2013 read with the Companies (Audit and Auditors)Rules,2014.

Secretarial Auditor

The Board has appointed M/s. M. Batham & Associates, Practising Company Secretaries to conduct the Secretarial Audit for the financial year 2016-17. The Secretarial Audit report for the financial year ended March 31, 2017 is annexed herewith and marked as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

There was no loan advanced, guarantees given or security provided by the Company under Section 186 of the Companies Act, 2013 during the year under review. Particulars of investments made are provided in the financial statement (Please refer to Note no. 9 to the financial statement).

Contracts and Arrangements with Related Parties

All contracts/transactions, if any, executed by the Company during the financial year with related parties were on arm's length basis and in ordinary course of business. In the opinion of the Board there were no material contracts entered into by the Company and therefore the particular required in Form AOC 2 pursuant to Section 188 is not given.

NETLINK SOLUTIONS (INDIA) LIMITED

Deposits, Loans and Advances

Your Company has not accepted any deposits from the public or its employees during the year under review.

Explanation or Comments on Qualifications, Reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

Particulars of Remuneration of Employees and Other Required Disclosures

There are no employees drawing remuneration in excess of the limits specified in Rule 5(2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 further amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

The ratio of remuneration of each Director to the median employees' remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure IV**.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is annexed herewith and forms part of this report as **Annexure – V**.

Research and Development

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

Extract of Annual Return

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013, with rule 12 of the Companies (Management and Administration) Rules, 2014, extract of the Annual Return forms part of this Report as **Annexure VI**.

General

During the year under review, no revision was made in the financial statement of the Company.

During the year ended March 31, 2017, there were no cases filed / reported pursuant to the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

There are no material changes and commitment affecting financial position of the Company which have occurred between the end of the financial year of the Company ie 31st March, 2016, and the date of the Directors Report.

NETLINK SOLUTIONS (INDIA) LIMITED

No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market since the listing of the Company's equity shares except the following:

SEBI vide its letter bearing no. SEBI /HO/ISD/OW/P/2017/18183 dated August 7, 2017 has forwarded a list of 331 shell companies as identified by Ministry of Corporate Affairs and has directed the Exchanges to identify the companies listed on their trading platform and initiate following measures :

1. Trading in all such listed securities shall be placed in Stage VI of the Graded Surveillance Measure (GSM) with immediate effect. If any listed company out of the said list is already identified under any stage of GSM, it shall also be moved to GSM stage VI directly.

Under the stage VI of GSM framework, trading in these identified securities shall be permitted only once a month under trade to trade category. Further, any upward price movement in these securities shall not be permitted beyond the last traded price and additional surveillance deposit of 200 % of trade value shall be collected from the Buyers which shall be retained with Exchanges for a period for five months.

Accordingly, securities mentioned in Annexure II shall be moving to GSM framework under Stage VI w.e.f. August 8, 2017. Therefore, as per the provisions of GSM framework, the securities shall not be available for trading from tomorrow. Trading in these securities shall be permitted once a month (First Monday of the month).

2. The shares held by the promoters and directors in such listed companies shall be allowed to be transferred by depositories only upon verification by concerned exchanges and they shall not be allowed to transact in the security except to buy securities in the said listed company until verification of credential / fundamental by Exchanges is completed.
3. Exchanges shall initiate a process of verifying the credentials / fundamentals of such companies. Exchanges shall appoint an independent auditor to conduct audit of such listed companies and if necessary, even conduct forensic audit of these companies to verify its credentials/fundamentals.
4. On verification, if Exchanges do not find appropriate credentials / fundamentals about existence of the company, Exchanges shall initiate the proceeding for compulsory delisting against the company, and the said company shall not be permitted to deal in any security on exchange platform and its holding in any depository account shall be frozen till such delisting process is completed.
5. Out of the list of shell companies, if securities of any of the listed company are under suspension, the trading in such securities shall be placed under GSM Stage VI directly on revocation of suspension by Exchange.

Accordingly, the securities of Netlink Solutions (India) Limited have been moved to GSM Network under Stage VI w.e.f. August 8, 2017. The Company has raised its strong objection to such classification and has been co-ordinating with the BSE and providing all required information and documents for removing the Company from the list and restore its trading.

Other than the above, no other significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

NETLINK SOLUTIONS (INDIA) LIMITED

Cautionary statement:

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

Acknowledgment

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

For and on behalf of the Board of Directors,

Minesh Modi
Chairman & Whole Time Director
DIN : 00378378

Rupa Modi
Executive Director & CFO
Din No : 00378383

August 14, 2017,
Mumbai

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE-1

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

1. Industrial Structure and Developments

In 2016-17, the Indian Economy emerged as one of the large economies with an encouraging outlook. The factors contributing to this positive outlook were controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and the boost to reforms among others. According to IMF, India is set to become the world's fastest growing major economy, ahead of China.

2. Outlook on Opportunities, Threats, Risk and Concerns

Opportunities

Netlink Solutions (India) Limited currently has two divisions, Software Division and Print Media Division. The software division has, off late, not performing to our expectations. However, the Print Media Division is doing well for the Company. We experienced that the Print Media is gradually edging past electronic media. The Company cut costs and were looking for right opportunity. It is in this context, the Company successfully conducted 2nd Exhibition and it was a grand success compared to the previous version, i.e., 1st Exhibition and looking to gain from this experience and feel this division is gaining momentum.

Threats, Risk and Concerns:

Being a software and print media company, Netlink is exposed to specific risks that are particular to its business and the environment within which it operates, including software obsolescence, volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the Company.

3. Internal Control Systems and their Adequacy

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

4. Financial Performance

The Company's total turnover for the financial year ended March 31, 2017 is Rs. 383.88 lacs (Previous Year Rs. 201.09 lacs). Net Profit before tax was Rs. 72.75 lacs as compared to Previous Year's Rs. 23.93 lacs. The Company is optimistic about its proposed business ventures.

5. Development of Human Resources

The Company has been proactive to build the requisite skill-sets in the organization for its new project initiatives. The relevant industry experience of the team coupled with commitment towards adherence to the operating processes adopted by the company is a unique feature demonstrated by the company. Employees are encouraged to upgrade their skills and knowledge through various training programs.

Note:

This report contains forward-looking statements based on beliefs of the company's management. The words anticipate, believe, estimate, forecast, expect, intend, plan, should and project are used to identify forward-looking statements. Such statements reflect the company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including amongst others, changes in the general economic and business conditions, changes in the currency exchange rates and interest rates, introduction of competing products, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. The company does not intend to assume any obligation to update these forward-looking statements

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE II-A

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

DEFINITIONS

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

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

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

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

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

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

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

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

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

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

I. APPOINTMENT OF DIRECTORS

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

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

Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Whole Time Director(s) will interact with the new member

NETLINK SOLUTIONS (INDIA) LIMITED

to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act 2013 and Rules made there under.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down above.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Chairman & Managing Director based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

II. SUCCESSION PLANNING:

Purpose

The Talent Management Policy sets out the approach to the development and management of talent in the Netlink Solutions (India) Limited to ensure the implementation of the strategic business plans of the Company and the Management's Aspiration of being among the Top Companies in the business.

Board :

The successors for the Independent Directors shall be identified by the NRC atleast one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel:

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization.

Policy Statement

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

NETLINK SOLUTIONS (INDIA) LIMITED

- 1) Given the strategic business plans, do we have the skills and competencies required to implement them? If not, how do we create them – by developing them internally or through lateral induction from outside?
- 2) For critical positions, what is the succession pipeline?
- 3) What are the individual development plans for individuals both in the succession pipeline as well as others?

The framework lays down architecture and processes to address these questions using the **3E** approach:

- a) **Experience** i.e. both long and short-term assignments. This has 70% weightage
- b) **Exposure** i.e. coaching and mentoring – 20% weightage
- c) **Education** i.e. learning and development initiatives – 10% weightage

Policy Governance

Policy Sponsor **Chairman of the Nomination & Remuneration Committee**

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE II-B

POLICY FOR REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Purpose

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in Netlink Solutions (India) Limited.

Policy Statement

We have a well-defined Compensation policy for Managing Director, Whole Time Director, Manager, Key Managerial Personnel and all employees, of the Company. The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Executive Directors:

The remuneration to Whole Time Directors and Executive Director(s) shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance.

Key Managerial Personnel (KMPs)

The terms of remuneration of Chief Financial Officer (CFO) and Company Secretary (CS) & other Key Management personnel, if any, shall be determined by the Nomination and Remuneration Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry

NETLINK SOLUTIONS (INDIA) LIMITED

and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Employees

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- ☐ Performance
- ☐ Potential
- ☐ Criticality
- ☐ Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant Stock Options to the Employees and Directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme, if any, of the Company and subject to the compliance of the applicable statutes and regulations.

Policy Governance

Policy Sponsor Chairman of Nomination & Remuneration Committee

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Member's,
Netlink Solutions (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Netlink Solutions (India) Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period)
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e) Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
 - f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (not applicable to the Company during the Audit period)

NETLINK SOLUTIONS (INDIA) LIMITED

- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period)
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(not applicable to the Company during the Audit period)
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- (vi) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company

We have also examined the compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and general Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreement entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decisions were carried through at the meetings of the Board of Directors of the Company. There were no dissenting views by any Member of the Board of Directors during the period under review.

We further report that based on review of compliance mechanism established by the Company and on the basis of compliance certificate(s) issued by the Director/Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken following major event/action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

- On September 19th, 2016, Company has availed a loan of Rs. 13,00,000/- for the purpose of meeting the costs of acquiring of total one motor vehicle Hyundai Creta Auto SX Petrol from HDFC Bank Ltd. Form CHG-1 was filed regarding the same.

For M. Batham & Associates
Company Secretaries

Manju Batham
Proprietor
FCS No.: 7092
CP No.: 14820

Date : 14th August, 2017
Place : Thane

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure A'

To,
The Members,
Netlink Solutions (India) Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M. Batham & Associates
Company Secretaries

Manju Batham
Proprietor
FCS No.: 7092
CP No.: 14820

Date : 14th August, 2017
Place : Thane

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE IV

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year

Name	Designation	Ratio
Mr. Minesh Modi	Whole Time Director	15.38 times the median remuneration of the employees of the Company
Mrs. Rupa Modi	Executive Director and Chief Financial Officer	15.38 times the median remuneration of the employees of the Company

For this purpose, no sitting fees was paid to the above Directors or any other non-executive directors of the Company and therefore have not been considered as remuneration. Remuneration to Key Managerial person is also not included for calculation of remuneration to employees.

2. The percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year.

There was no increase in remuneration of the Directors above during the year ended on March 31, 2017 vis-à-vis last year. No other director received any remuneration during the year. As regards CFO no remuneration was paid during the financial year. And with respect to CS, the payment was for a part of the year and strictly not comparable and therefore not taken into consideration for the purpose of increase/decrease.

3. The Percentage increase in the median remuneration of employees in the financial year.

During the year there is decrease in percentage terms in the median remuneration of the employees by 4.47% as compared to previous year. The calculation of percentage decrease in median remuneration is done based on comparable employees. Employees who were not eligible for any increment have been excluded for this purpose of this calculation.

4. The Number of permanent Employees on the rolls of the Company:

The number of on-rolls employees is 15. Out of this, there were 8 permanent employees as on March 31, 2017.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any:

There was no increase made in salaries of employees and Key Managerial Personnel for FY2017 therefore this clause is not applicable.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE V

The particulars in respect of the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under Sub Section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY and B. TECHNOLOGY ABSORPTION:

The Business of the Company is not energy intensive and therefore the provisions are not applicable. Further, the Company is engaged in trading and doesn't manufacture locally and therefore the clause pertaining to Technology Absorption is not applicable to the Company.

C. Foreign Exchange earnings and Outgo

(a) Foreign Exchange earned in terms of actual inflows during the year.

NIL

(b) Foreign Exchange outgo during the year in terms of actual outflows.

NIL

For and on behalf of the Board of Directors,

Minesh Modi
Chairman & Whole Time Director
DIN : 00378378

Rupa Modi
Whole Time Director, CFO
Din No: 00378383

Date : 14.08.2017
Place : Mumbai

NETLINK SOLUTIONS (INDIA) LIMITED

ANNEXURE VI

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L45200MH1984PLC034789
ii)	Registration Date	13.12.1984
iii)	Name of the Company	Netlink Solutions (India) Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares (Indian Non-Government Company)
v)	Address of the Registered office and contact details	507, Laxmi plaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai, Maharashtra – 400 053.
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd.19, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. Tel. No.: 022 - 28596060 / 28594060 / 40053636/ 40052115 Fax No. : 022 - 28503748

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of main products / services	NIC Code of theProduct/ service	% to total turnover of thecompany
1.	Info Media (Exhibition related Income)	18112 and/or 7310	91.67%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

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

NETLINK SOLUTIONS (INDIA) LIMITED

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2016)				No. of Shares held at the end of the year (as on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	14426121	0	1442612	48.62	1452823	0	1452823	48.97	0.34
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	62	0	62	0	62	0	62	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	1442674	0	1442674	48.62	1452885	0	1452885	48.97	0.34
(2) Foreign									
a) NRIs -									
Individuals	0	0	0	0	0	0	0	0	0
b) Other -									
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	1442674	0	1442674	48.62	1452885	0	1452885	48.97	0.34
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	227413	0	227413	7.66	232036	0	232036	7.82	0.16
ii) Overseas	0	0	0	0	0	0	0	0	0

NETLINK SOLUTIONS (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1170277	0	1170277	39.44	1128896	0	1128896	38.05	(1.39)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	119808	0	119808	4.04	146320	0	146320	4.93	0.89
c) Others (specify)									
c-i) clearing Member	0.00	0	0.00	0.00	265	0	265	0.01	0.01
c-ii) NRIs	6828	0	6828	0.24	6598	0	6598	0.22	(0.01)
Sub-total (B)(2):-	1524326	0	1524326	51.38	1514115	0	1514115	51.03	-0.34
Total Public Shareholding (B)=(B)(1)+(B)(2)	1524326	0	1524326	51.38	1514115	0	1514115	51.03	-0.34
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2967000	0	2967000	100	2967000	0	2967000	100	Nil

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change In share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares*	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Aditya Fincap Private Limited	62	0.00	0.00	62	0.00	0.00	0.00
2.	Minesh V Modi	804658	27.12	0.00	814869	27.46	0.00	0.34
3.	Rupa M Modi	637954	21.50	0.00	637954	21.50	0.00	0.00
	Total	1442674	48.62	48.62	1452885	48.96	0.00	0.34

NETLINK SOLUTIONS (INDIA) LIMITED

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

(a) Aditya Fincap Private Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	62	0.00	62	0.00
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc): <div style="text-align: center;">No Change</div>				
	At the End of the year	62	0.00	62	0.00

(b) Minesh V Modi

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	804658	27.12	804658	27.12
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):				
	06.02.2017 (Market Purchase)	10211	0.34	10211	0.34
	At the End of the year	814869	27.46	814869	27.46

(c) Rupa M Modi

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6379540	21.50	6379540	21.50
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):				
		NIL	NIL	NIL	NIL
	At the End of the year	637954	21.50	637954	21.50

NETLINK SOLUTIONS (INDIA) LIMITED

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

Sl. No.		Shareholding		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares at the beginning of the year(1/04/2016)	% of total shares of the Company				No. of shares end of the year(31/03/2017)	% of total shares of the company
1.	Aum Securities Pvt Limited	157786	5.32	-	-	-	157786	5.32
2.	Mukesh Mahesh Taliwal	60500	2.04					
				21.10.2016	(4300)	Market Sale	56200	1.89
				31.03.2017	0		56200	1.89
3.	Indianivesh Securities Limited	5187	0.17					
				29.04.2016	2194	Market Purchase & Sale	7381	0.25
				06.05.2016	50		7431	0.25
				03.06.2016	935		8366	0.28
				10.06.2016	7850		16216	0.55
				24.06.2016	4346		20562	0.69
				15.07.2016	2638		23200	0.78
				22.07.2016	(20538)		2662	0.09
				29.07.2016	29862		32524	1.10
				05.08.2016	1215		33739	1.14
				19.08.2016	320		34059	1.15
				30.09.2016	(34059)		0	0.00
				07.10.2016	34089		34089	1.15
				30.12.2016	(34089)		0	0.00
				17.02.2017	100		100	0.00
				10.03.2017	5066		5166	0.17
				17.03.2017	600		5766	0.19
				24.03.2017	3872		9683	0.32
				31.03.2017	8013		17651	0.59
4.	Pooja Bordia	10	0.00			-		
				10.06.2016	(10)	Market Sale & Purchase	0	0.00
				22.07.2016	50		50	0.00
				29.07.2016	(50)		0	0.00
				30.12.2016	34089		34089	1.15
				10.02.2017	(10489)		20000	0.67
				31.03.2017	0		20000	0.67

NETLINK SOLUTIONS (INDIA) LIMITED

5.	Kanahaiyalal Saraf	19926	0.67	-	-	-	19926	0.67
6.	Motilal Laxkar	16553	0.56	-	-	-	16553	0.56
7.	Mansukh Stock Brokers Limited	13418	0.45					
				29.04.2016	2	Market Purchase & Sale	13420	0.45
				15.07.2016	(200)		13220	0.45
				29.07.2016	(1)		13219	0.45
				02.09.2016	10		13229	0.45
				24.03.2017	(100)		13129	0.44
				31.03.2017	0		13129	0.44
8.	Pranil Prabhakar Borse	9262	0.31					
				29.04.2016	(1000)	Market Sale & Purchase	8262	0.28
				06.05.2016	150		8412	0.28
				24.06.2016	(1600)		6812	0.23
				26.08.2016	450		7262	0.24
				14.10.2016	3550		10812	0.36
				21.10.2016	500		11312	0.38
				28.10.2016	150		11462	0.39
				04.11.2016	1500		12962	0.44
				31.03.2017	0		12962	0.44
9.	Gunwantiben Amritlal Sanghvi	12500	0.42	-	-	-	12500	0.42
10.	VSL Securities Private Limited	9874	0.33					
				02.09.2016	800	Market Sale & Purchase	10674	0.36
				09.09.2016	545		11219	0.38
				23.09.2016	690		11909	0.40
				31.03.2017	0		11909	0.40
11.	Vivek Raghu Shetty	10329	0.35	-	-	-	10329	0.35
12.	Sanjay Amritlal Sanghvi	10000	0.34	-	-	-	10000	0.34
13.	Rohini Chandresh Bhatt	10000	0.34	-	-	-	10000	0.34
14.	Amit Viren Sagar	10000	0.34	-	-	-	10000	0.34

NETLINK SOLUTIONS (INDIA) LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares at the beginning of the year(1/04/2016)	% of total shares of the company				No. of shares end of the year(31/03/2017)	% of total shares of the company
A	DIRECTORS							
1	Minesh Modi	804658	27.12	-	-	-	814869	27.46
2	Rupa Modi	637954	21.50	-	-	-	637954	21.50
B	KEY MANAGERIAL PERSONNEL	Nil	Nil	Nil	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	NA
ii) Interest due but not paid	Nil	Nil	Nil	NA
iii) Interest accrued but not due	Nil	Nil	Nil	NA
Total (i+ii+iii)	Nil	Nil	Nil	NA
Change in Indebtedness during the financial year	Nil	Nil	Nil	NA
• Addition	Nil	Nil	Nil	NA
• Reduction	Nil	Nil	Nil	NA
Net Change	Nil	Nil	Nil	NA
Indebtedness at the end of the financial year	Nil	Nil	Nil	NA
i) Principal Amount	Nil	Nil	Nil	NA
ii) Interest due but not paid	Nil	Nil	Nil	NA
iii) Interest accrued but not due	Nil	Nil	Nil	NA
Total (i+ii+iii)	Nil	Nil	Nil	NA

NETLINK SOLUTIONS (INDIA) LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Minesh V. Modi (Whole Time Director)	Rupa M. Modi (Executive Director & CFO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	6,00,000	6,00,000	12,00,000
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013 (the "Act"). However, members in their general meeting approved the above remuneration in compliance with the Schedule V of the Act.		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Yogesh Girnara	Rajendra Lokare	Premnath Mishra	
B1	Independent Directors				
	• Fee for attending board / committee meetings	Nil	Nil	Nil	NA
	• Commission	Nil	Nil	Nil	NA
	• Others, please specify	Nil	Nil	Nil	NA
	Total (B1)	Nil	Nil	Nil	NA
B2	Other Non-Executive Directors	NA	NA	NA	NA
	• Fee for attending board / committee meetings	NA	NA	NA	NA
	• Commission	NA	NA	NA	NA
	• Others, please specify	NA	NA	NA	NA
	Total (B2)	NA	NA	NA	NA
	Total (B3)=(B1+B2)	Nil	Nil	Nil	NA
	Total Managerial Remuneration	Nil	Nil	Nil	NA
	Overall Ceiling as per the Act	1% of the Net Profit of the Company			

NETLINK SOLUTIONS (INDIA) LIMITED

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD –
(There was no CEO in the Company)**

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Rahul Patidar (Company Secretary)@	Mr. Ankur Sen (Company Secretary)#	Mrs. Rupa M Modi (CFO)*	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission- as % of profit- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	22,000	15,000	Nil	37,000

@ Mr. Rahul Patidar was appointed Company Secretary w.e.f May 10, 2016 and resigned from the Company w.e.f. July 26, 2016

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

* Mrs. Rupa M Modi is Whole Time Director and CFO and therefore the remuneration details have been provided in Table A herein before.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
B. DIRECTORS					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA

NETLINK SOLUTIONS (INDIA) LIMITED

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

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **NETLINK SOLUTIONS (INDIA) LIMITED** ("the company") which comprise the Balance Sheet as at 31st March 2017, the statement of Profit & Loss Account, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified Under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

NETLINK SOLUTIONS (INDIA) LIMITED

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, 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 aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in " Annexure B" and
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) the Company does not have any pending litigations which would impact its financial position;
 - ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) the Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [31].

For K.U. Kothari & Co.
Chartered Accountants
Firm Registration No.: 105310W

Prakash Chechani
Partner
Membership No.: 104203

Place: Mumbai
Date : 30.05.2017

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure - A to the Auditor's Report

The Annexure referred to in our independent Auditor's Report to the Members of NETLINK SOLUTIONS (INDIA) LIMITED, on the standalone financial statement for the year ended 31st March, 2017.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of three years. In our opinion this periodicity of the physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. The company is engaged in the business of web designing, Print media, exhibition and investment in equity shares. The equity shares have been kept in demat form. The Company does not hold any physical inventories hence this clause of the order is not applicable.
- iii. As per the information and explanations given to us, the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause no. iii(a), iii(b) and iii(c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are no loans to directors including entities in which they are interested in respect of which the provisions of section 185 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income - tax, sales - tax, service -tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues where ever applicable with the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.
- viii. The company has not taken any loan from financial institution, bank, Government or there are no due to debenture holders hence the clause viii of the order is not applicable to the company.

NETLINK SOLUTIONS (INDIA) LIMITED

- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us the managerial remuneration has been paid for provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review therefore clause (xiv) of the order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For K.U. Kothari & Co.
Chartered Accountants
Firm Registration No.: 105310W

Prakash Chechani
Partner
Membership No.: 104203

Place: Mumbai
Date : 30.05.2017

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NETLINK SOLUTIONS (INDIA) LIMITED ("the Company")** as of 31 March 2017 in conjunction with our audit of financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

NETLINK SOLUTIONS (INDIA) LIMITED

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.U. Kothari & Co.
Chartered Accountants
Firm Registration No.: 105310W

Prakash Chechani
Partner
Membership No.: 104203

Place : Mumbai
Date : 30.05.2017

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

(₹)

Particulars	Note No.		AS AT 31.03.2017		AS AT 31.03.2016
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	2	29,670,000		29,670,000	
(b) Reserves and Surplus	3	68,208,583	97,878,583	62,680,534	92,350,534
(2) Share application money pending allotment			-		-
(3) Non-Current Liabilities					
(a) Long-term borrowings		571,530		-	
(b) Deferred tax liabilities (Net)		-		-	
(c) Other Long term liabilities	4	2,228,900		2,228,900	
(d) Long term provisions		-	2,800,430	-	2,228,900
(4) Current Liabilities					
(a) Short-term borrowings		495084	-		-
(b) Trade payables	5	878,674		221,189	
(c) Other current liabilities	6	2,101,017		1,597,459	
(d) Short-term provisions	7	4,592,904	8,067,679	2,795,350	4,613,998
Total			108,746,692		99,193,432
II. Assets					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	8	2,084,759		936,426	
(ii) Intangible assets		-		-	
(iii) Capital work-in-progress		-		-	
(iv) Intangible assets under development		-		-	
		2,084,759		936,426	
(b) Non-current investments	9	81,341,365		76,081,231	
(c) Deferred tax assets (net)	10	2,657,260		3,156,744	
(d) Long term loans and advances		-		-	
(e) Other non-current assets	11	4,028,371	90,111,755	4,231,227	84,405,628
(2) Current assets					
(a) Current investments		-		-	
(b) Inventories		-		-	
(c) Trade receivables	12	10,200,442		3,317,995	
(d) Cash and cash equivalents	13	3,534,481		7,886,327	
(e) Short-term loans and advances		-		-	
(f) Other current assets	14	4,900,015	18,634,937	3,583,482	14,787,804
Total			108,746,692		99,193,432
Notes on Financial Statements	1 to 32				

As per our report of even date

For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)

Place : Mumbai
Date : 30/05/2017

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Executive Director & CFO)

NETLINK SOLUTIONS (INDIA) LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹)

Particulars	Note No.	AS AT 31.03.2017	AS AT 31.03.2016
I. Revenue from operations	15	32,015,263	15,145,060
II. Other Income	16	6,372,462	4,963,690
Total Revenue		38,387,725	20,108,750
IV. Expenses:			
Cost of materials consumed	17	23,856,803	11,767,618
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	18	4,021,120	3,073,796
Financial costs	19	70,209	13,058
Depreciation and amortization expense	20	469,430	365,468
Other expenses	21	2,695,015	2,496,490
Total Expenses		31,112,577	17,716,430
V. Profit before exceptional and extraordinary items and tax		7,275,148	2,392,319
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax		7,275,148	2,392,319
VIII. Extraordinary Items		-	-
IX. Profit before tax		7,275,148	2,392,319
X. Tax expense:			
(1) Current tax		1,247,615	252,513
(2) Short Provision for Tax		-	23,888
(3) Deferred tax Liability/(Assets)		499,484	(199,131)
XI. Profit(Loss) from the period from continuing operations		5,528,049	2,315,049
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		5,528,049	2,315,049
XVI. Earning per equity share:			
(1) Basic		1.863	0.780
(2) Diluted		1.863	0.780
Notes on Financial Statements	1 to 32		

As per our report of even date

For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)

Place : Mumbai
Date : 30/05/2017

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Executive Director & CFO)

NETLINK SOLUTIONS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	YEAR ENDED	
	31.03.2017	31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extraordinary Items	7,275,148	2,392,319
Adjustments for :		
Profit on sale of Investments	(5,569,839)	(3,806,821)
Amortisation of Expenses	-	-
Depreciation	469,430	365,468
Dividend & Interest Received	(768,449)	(1,091,730)
Operating Profit before working capital changes	1,406,290	(2,140,764)
Adjustments for :		
Trade & other Receivables	(7,142,768)	(1,543,764)
Trade payables & Liabilities	1,710,982	1,276,454
Cash generated from operations	(4,025,496)	(2,408,074)
Direct taxes paid	853,355	691,085
Cash flow before extraordinary items	(4,878,851)	(3,099,159)
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	(4,878,851)	(3,099,159)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets(net)	(1,617,763)	(86,585)
Preliminary expenses	-	-
Dividend & Interest Received	768,449	1,091,730
Purchase of Investments (Net)	(309,705)	(8,498,953)
NET CASH FROM INVESTING ACTIVITIES	(539,609)	9,504,098
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (net of issue expenses)	-	-
Increase in Borrowings	1,066,614	-
Dividend paid	-	-
Tax on Dividend Paid	-	-
NET CASH FROM FINANCING ACTIVITIES	1,066,614	-
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(4,351,846)	6,404,939
Cash & Cash equivalents - Opening Balance	7,886,327	1,481,388
Cash & Cash equivalents - Closing Balance	3,534,481	7,886,327
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(4,351,846)	6,404,939
This is the Cash Flow referred to in our report of even date	0	(0)

As per our report of even date

For K. U. Kothari & Co.
Chartered Accountants
Firm Reg. No : 105310W

Prakash Chechani
(Partner)

Place : Mumbai
Date : 30/05/2017

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Executive Director & CFO)

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 the Companies Act, 2013

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 as per the useful life prescribed in schedule II to the Companies Act, 2013.

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.

i) The deferred tax liability /Asset 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, 2017

(₹)

		AS AT 31.03.2017		AS AT 31.03.2016
2	<u>SHARES CAPITAL</u>			
	AUTHORISED SHARES CAPITAL 10,00,00,000 Equity Shares of Re.1/- (P Y 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 29,67,000 Equity Shares of Rs.10/- each fully paid up (P Y 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 10/ 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:			
		As at 31-03-2017		As at 31-03-2016
	Name of the shareholders	Number of shares	Shareholding %	Number of shares Shareholding %
	MINESH MODI	814869	27.46	804658 27.12
	RUPA MODI	637954	21.50	637954 21.50
	AUM SECURITIES PRIVATE LIMITED	157786	5.32	157786 5.32
(₹)				
3	<u>RESERVES & SURPLUS</u>	AS AT 31.03.2017		AS AT 31.03.2016
	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	61,500,726	59,185,677	
	Add: Profit / (Loss) During the year	5,528,049	2,315,049	
		67,028,775		61,500,726
	Total	68,208,583	Total	62,680,534
(₹)				
4	<u>OTHER LONG TERM LIABILITIES</u>	AS AT 31.03.2017		AS AT 31.03.2016
	CREDITORS FOR CAPITAL EXPENDITURE	2,228,900		2,228,900
	Total	2,228,900		2,228,900

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹)

5	<u>TRADE PAYABLE</u>		AS AT 31.03.2017		AS AT 31.03.2016
	TRADE CREDITORS		878,674		221,189
	Total		878,674		221,189

(₹)

6	<u>OTHER CURRENT LIABILITIES</u>		AS AT 31.03.2017		AS AT 31.03.2016
	CREDITORS FOR EXPENSES & OTHER PAYABLE		1,957,489		1,379,024
	ADVANCE FROM CUSTOMERS		143,529		218,435
	Total		2,101,017		1,597,459

(₹)

7	<u>SHORT TERM PROVISIONS</u>		AS AT 31.03.2017		AS AT 31.03.2016
	Other Provisions		681,214		131,275
	Provision For Income Tax		3,911,690		2,664,075
	Total		4,592,904		2,795,350

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

8 FIXED ASSETS

(₹)

Name of Asset	Gross Block			Depreciation			Net Block		
	As on 01.04.16	Additions	Deduction	As on 31.03.17	As on 01.04.16	For the Year	Deduction	As at 31.03.17	As at 31.03.16
Computers	951,117	-	-	951,117	903,144	417	-	903,561	47,556
Office Equipments	117,135	22,375	-	139,510	39,165	19,705	-	58,870	80,640
Air conditioner	258,504	-	-	258,504	209,074	11,291	-	220,365	38,139
Furniture & Fixtures	293,594	-	-	293,594	278,914	-	-	278,914	14,680
Motor Car	3,611,170	1,659,797	(1,288,170)	3,982,797	2,864,797	438,017	(1,223,761)	2,079,053	1,903,744
TOTAL	5,231,520	1,682,172	(1,288,170)	8,201,862	4,295,094	469,430	(1,223,761)	3,540,763	2,084,759
Previous Year	5,144,93	86,585	-	5,231,520	3,929,626	365,468	-	4,295,094	936,426
									1,215,309

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

9 NON CURRENT INVESTMENTS

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

(₹)

Name of the Company	As at 31.03.17 Quantity	As at 31.03.17 Rs.	As at 31.03.16 Quantity	As at 31.03.16 Rs.
ADITYA BIRLA NUVO LTD	-	-	500	847,338
ADITYA BIRLA FASHION AND RETAIL LTD	2,600	7,437	2,600	7,437
ASHIANA HOUSING LTD	20,000	3,169,652		
BAJAJ CORP LTD	2,000	734,040		
CENTUM ELECTRONICS LIMITED	3,500	1,820,183	2,000	1,345,870
CLARIANT CHEMICAL (INDIA) LTD	-	-	3,789	2,290,829
COROMONDAL INTERNATIONAL LTD	4,000	916,559		
CROMPTON GREAVES CONSUMER ELECTRICALS LTD	-	-	27,360	1
CROMPTON GREAVES LTD	-	-	27,360	4,068,712
DEWAN HOUSING FINANCE CORPORATION LTD	-	-	5,000	909,750
DIVIS LAB LTD	1,950	1,742,520		
GOLDMANSACHS MUTUAL FUND-CPSE ETF	90,000	2,237,566	90,000	2,237,566
HDFC BANK LTD	700	710,493	5,700	5,435,213
HERO MOTOCORP LTD	450	1,424,983	250	751,375
HOUSING DEVELOPMENT FINANCE CORP LTD	850	966,179	850	966,179
ICICI BANK LTD	3,000	816,967	3,000	816,967
IDFC BANK LTD	-	-	20,000	1,257,111
IDFC LTD	-	-	20,000	1,931,907
RATTANINDIA POWER LTD	-	-	126,300	1,404,038
(INDIA BULLS POWER LTD)				
INFOSYS LTD	1,000	1,016,524	1,000	1,016,524
KARNATAKA BANK LTD	10,000	700,000		
THE KARUR VYSYA BANK LTD	42,500	4,442,887	13,770	6,336,112
KCP LTD	20,000	2,013,700	-	-
LIC HOUSING FINANCE LTD	3,750	1,479,675	3,750	1,479,675
L&T FIANCE HOLDING LTD	20,000	1,492,600		
MAHINDRA HOLIDAYS & RESORTS INDIA LTD	8,100	2,616,779	5,100	1,389,439
MAHINDRA & MAHINDRA LTD	1,250	1,520,380	600	745,716
M.P. POLYPROPYLENE LTD	176,598	865,633	176,598	865,633
(AIKYAM INTELLECTUAL PROPERTY CONSULTANCY LTD)	-	-		
NAVA BHARAT VENTURES LTD	38,000	2,695,001		
NESCO LTD	1,000	1,696,350		
ORICON ENTERPRISES LIMITED	-	-	10,000	690,575
PHOENIX LAMPS LTD	3,000	425,550		
PIRAMAL ENTERPRISES LTD	1,000	1,186,720		
POKARNALTD	2,000	1,628,040		
POWER GRID CORP LTD	10,000	1,395,043	10,000	1,395,043
PRAJ INDUSTRIES LTD	-	-	20,000	1,504,200
PTC INDIA FINANCIAL SERVICES LTD	88,001	1,249,321	88,001	1,249,321
PTC INDIA LTD	23,000	2,177,279	23,000	2,177,279
RELIANCE INFRASTRUCTURE LTD	6,000	2,777,490	6,000	2,777,490
SKS MICROFINANCE LTD	-	-	4,000	1,668,680
SUNDRAM FASTNERS LTD	5,000	985,230		
SUNDRAM FASTNERS LTD	-	-	40,000	596,027
TAKE SOLUTIONS PVT LTD	20,000	3,255,515	5,000	1,030,564
TD POWER SYSTEMS LTD	15,000	2,743,050	3,000	796,140
VIMTA LABS LIMITED	10,000	894,700	-	-
VRL LOGISTICS LTD	5,000	1,444,800	-	-
Total Traded Investments (A)	639,249	55,248,845	744,528	49,988,711

Market Value of Traded quoted investments Rs 7,11,86,415/- (Previous Year Rs 4,79,56,221/-)

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹)

B <u>Other Investments</u>	AS AT 31.03.2017		AS AT 31.03.2016	
Joint share in Trust (Business Excellence Trust)	-	-	-	-
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)	-	26,092,520	-	26,092,520
Total (A+B)	639,249	81,341,365	744,528	76,081,231

(₹)

10 <u>DEFERRED TAX ASSETS</u>	AS AT 31.03.2017		AS AT 31.03.2016	
RELATED TO FIXED ASSETS		174,698		123,560
RELATED TO CARRIED FORWARD LOSSES		2,482,562		3,033,184
Total		2,657,260		3,156,744

(₹)

11 <u>OTHER NON CURRENT ASSETS</u>	AS AT 31.03.2017		AS AT 31.03.2016	
Lease Deposits		4,000,000		4,000,000
Other Deposits		28,371		231,227
Total		4,028,371		4,231,227

(₹)

12 <u>TRADE RECEIVABLES</u>	AS AT 31.03.2017		AS AT 31.03.2016	
Over six months	598,342		694,046	
Others	9,602,100	10,200,442	2,623,949	3,317,995
Total		10,200,442	Total	3,317,995

(₹)

13 <u>CASH & CASH EQUIVALENTS</u>	AS AT 31.03.2017		AS AT 31.03.2016	
Cash on Hand		69,319		61,101
Bank balance with schedule Banks				
On Current Account		3,366,548		7,732,831
On Deposit Account		98,614		92,395
Total		3,534,481		7,886,327

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹)

14	<u>OTHER CURRENT ASSETS</u>		AS AT 31.03.2017		AS AT 31.03.2016
	Advance Income Tax & Tds		4,153,977		3,300,622
	Other Advances		746,038		282,860
	Total		4,900,015		3,583,482

(₹)

15	<u>REVENUE FROM OPERATIONS</u>		AS AT 31.03.2017		AS AT 31.03.2016
	Advertisement Income		1,964,140		1,752,777
	Exhibition Income		29,348,912		12,728,864
	Google Income		6,931		62,905
	Subscription Income		16,150		10,000
	Website & Internet Promotion		679,130		590,514
	Total		32,015,263	Total	15,145,060

(₹)

16	<u>OTHER INCOME</u>		AS AT 31.03.2017		AS AT 31.03.2016
	Discount & Misc income		23,508		60,000
	Dividend from Current & Non Current investment		727,706		1,067,142
	Interest on Current Investment		40,743		22,948
	Others Interest		-		1,640
	Speculation P&L		84,095		(2,935)
	Bonus shares		1		3
	F & O PROFIT		-		5,136
	Exchange Fluctuation		10,665		
	Net Gain & Loss on Sale of Investment				
	From Long term Investment (Fund units)		-	-	
	From Long term Investment (Equity shares)		776,931		4,922,874
	From Current Investment		4,708,813		(1,113,117)
	Total		6,372,462	Total	4,963,690

(₹)

17	<u>COST OF MATERIAL CONSUMED & DIRECT EXPS</u>		AS AT 31.03.2017		AS AT 31.03.2016
	Paper Consumption		676,687		307,867
	Packing Material		-		18,716
	EXHIBITION EXPS		21,965,921		10,630,639
	Job Charges		948072		516149
	Website Expense		266123		294247
	Total		23,856,803	Total	11,767,618

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹)				
18	EMPLOYEE BENEFIT EXPENSES		AS AT 31.03.2017	AS AT 31.03.2016
	Salary		2,821,120	1,873,796
	Directors Remuneration		1,200,000	1,200,000
	Total		4,021,120	3,073,796
(₹)				
19	FINANCE COST		AS AT 31.03.2017	AS AT 31.03.2016
	Bank Charges		14,186	2,707
	Interest		56,023	10,351
	Total		70,209	13,058
(₹)				
20	FINANCE COST		AS AT 31.03.2017	AS AT 31.03.2016
	Depreciation		469,430	365,468
	Total		469,430	365,468
(₹)				
21	OTHER EXPENSES		AS AT 31.03.2017	AS AT 31.03.2016
	Advertisement Expenses		89917	81698
	Bad debts		614919	36000
	Computer Exps		-	6363
	Commission		-	130000
	Donation		15000	76000
	Electricity Expenses		51980	61000
	Insurance		63403	40362
	Internet Expenses		20753	18825
	Listing & Other Fees		262998	420765
	Loss on Sale of Car		14409	-
	Misc /Office Expense		45866	64913
	Motor Car Expenses		62259	243435
	Municipal Taxes & Society Charges		164093	330493
	Payment to Auditors		250000	200000
	Postage & Courier Expense		173321	111395
	Printing & Stationery		106,835	5,416
	Professional Fees		348244	328817
	Repair & Maintenance		-	11940
	Share Dealing Expenses & Demate Charge		169213	144691
	Swach Bharat service tax		92964	35697
	Staff welfare		36354	48772
	Telephone Expense		37829	36319
	Travelling & Conveyance Expenses		74657	63588
	Total		2,695,015	2,496,490

NETLINK SOLUTIONS (INDIA) LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

22) **Contingent liabilities not provides for :**

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

23) 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 Whole time Director

(2) Mrs. Rupa M. Modi 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 ₹	Relative of Key Management Personnel ₹	Other related party with common control ₹
Lease Deposit	40,00,000 (P. Y. 40,00,000/-)	Nil (P. Y. Nil)	Nil (P. Y. Nil)
Director' Remuneration	12,00,000/- (P. Y. 12,00,000/-)	Nil (P. Y. Nil)	Nil (P. Y. Nil)

24) **Earning per share :**

	2016-17 (₹)	2015-16 (₹)
Profit after tax (Numerator used for calculation)	5528049	2315049
Weighted Avg. No. of shares (Denominator used for calculation)	2967000	2967000
Basic & diluted earning per share	1.863	0.780

NETLINK SOLUTIONS (INDIA) LIMITED

25) **Segment Reporting :**

a) Information about Business Segment (for the year 2015-16) :

(₹ In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	6.86	313.29	63.38	383.53
RESULTS				
Profit / (loss) before tax	(1.46)	46.34	58.98	103.86
Less: Unallocated Exp.				31.11
Total Profit before Tax				72.75
Provision for Tax				
Current				12.48
Deferred				4.99
Short provision for tax				-
Profit for the year After Tax				55.28
OTHER INFORMATION				
Capital Employed	1.75	98.07	802.57	902.39
(Segment Asset-Segment Liabilities)				
Unallocated				76.40
Total				978.79

b) Information about Business Segments (for the year 2015-16) :

(₹ In lakhs)

Particulars	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	6.53	144.92	49.04	200.49
RESULTS				
Profit / (loss) before tax	(1.86)	14.25	45.23	57.62
Less: Unallocated Exp.				33.70
Total Profit before Tax				23.92
Provision for Tax				
Current				2.53
Deferred				(1.99)
Short provision for tax				0.24
Profit for the year After Tax				23.15
OTHER INFORMATION				
Capital Employed	1.28	43.67	793.1	838.05
(Segment Asset-Segment Liabilities)				
Unallocated				85.46
Total				923.51

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

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

(i) Quantitative Details : Finished Goods (Magazines)	Current Year		Previous Year	
	Qty	₹	Qty	₹
Manufactured Magazines & Show Directory	17000	-	9000	-
Sale Magazines & Show Directory (Sale qty includes magazine distributed free of cost)	17000	16150	9000	10000
(ii) Consumption of Raw materials (all Indigenous)				
Paper				
ART Card (Magazine)	4650 (Sheet)	37761	3000 (Sheet)	30357
Art Paper (Magazine)	340.50 (Rms)	638926	140.50 (Rms)	277510
Total (For Magazine)		676687		307867

27) Earning in foreign Exchange :	2016-17	2015-16
Website & Internet Promotion	6931	62905
Advertisement Income	59960	-
Exhibition Income	1504469	-

28) Expenditure in foreign Exchange :		
Website & internet Exp.	266123	294247

29) 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.

Mr. Minesh Modi	Whole time director	600,000
Mrs. Rupa Modi	Director	600,000

30) Auditors Remuneration includes :	2016-17	2015-16
Statutory Audit Fees	200000	150000
Tax Audit	25000	25000
Tax Matters	25000	25000
Service Tax	37500	29000
	287500	229000

31) Disclosure on Specified Bank notes (SBN's) pursuant to notification as per amended Schedule III of the Companies Act, 2013.

Particulars	SBNs	Other deno- mination notes	Total
Closing Cash in hand as on 08.11.2016	-	58196	58,196
(+) Permitted receipts from Bank	-	-	-
(-) Permitted payments	-	23,233	23,233
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	34,963	34,963

Note : The amount in receipts (SBN) represents cash returned by employees given to them as advances to meet expenses on behalf of the company.

NETLINK SOLUTIONS (INDIA) LIMITED

- 32) 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 : 30/05/2017

Minesh Modi

(Whole Time Director)

Din No. : 00378378

Rupa M. Modi

(Executive Director & CFO)

Din No. : 00378383

NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmiplaza, Laxmi Industrial Estate, Newlink Road, Andheri (W), Mumbai – 400053

Tel.: 022-26335583,26335584,26371422,26371522;

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

ATTENDANCE SLIP

D.P. Id*	
Client Id*	

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

NAME AND ADDRESS OF THE SHAREHOLDER :

I/ We hereby record my/ our presence at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th of September, 2017 at 9.00 A.M. at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053, Maharashtra.

Name of the member/Representative/Proxy : _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.

Note : Please fill Attendance Slip and hand it over at the entrance of the meeting hall.

Only the Member/Proxy holder can attend the meeting.

NETLINK SOLUTIONS (INDIA) LIMITED

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

T: + 91 22 26335583 F: + 9122 26371746 CIN: L45200MH1984PLC034789

Email: netlink@easy2source.com Website: www.nsil.co.in

PROXY FORM

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

Form No. MGT-11

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

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

- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____
- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____
- Name: _____ Email Id: _____
Address : _____
or failing him / her _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai-400053 on Saturday, the 30th September, 2017 at 9:00A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

are indicated below:

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017			
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.			
3	To appoint Statutory Auditors			

Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	To re-appoint of Mrs. Rupa Modi as an Executive Director of the Company			
2	To re-appointment of Mr. Minesh Modi as Whole Time Director of the Company.			

Signed thisday of2017.

Signature of the Member:

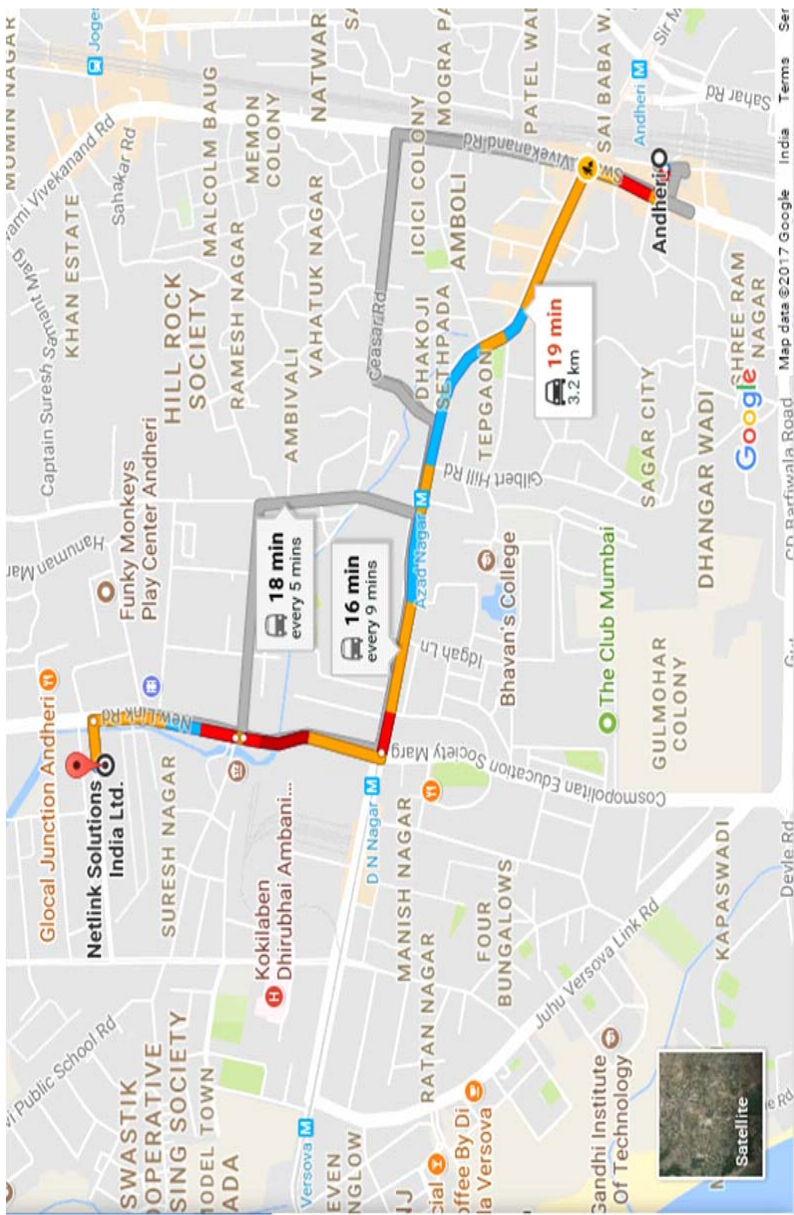
Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

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

NETLINK SOLUTIONS (INDIA) LIMITED



Netlink Solutions (India) Limited

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



Andheri Station

TO,

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