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**Aditya Infotech**



**Netlink Solutions** (India) Ltd.  
507, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (West),  
Mumbai - 400053, India.  
Tel : 91-22-2633 5583, 2633 5584  
91-22-2637 1422, 2637 1522  
Fax : 91-22-2637 1746  
E-mail : netlink@easy2source.com  
Website : www.easy2source.com

CIN NO : L45200MH1984PLC034789

September 6, 2017

Department of Corporate Services  
BSE Limited  
Phirojee Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai- 400 001

**Re: - Notice of 32<sup>nd</sup> Annual General Meeting to be held on September 30, 2017**

Dear Sir,

This is to inform you that a meeting of the Members of the Company is scheduled to be held on Saturday, September 30, 2017 at 9.00 a.m. at the registered office of the Company to transact the business as mentioned below:

Ordinary Business:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> 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.

Special Business:

4. To re-appoint Mrs. Rupa Modi as an Executive Director of the Company
5. To re-appoint Mr. Minesh Modi as Whole Time Director of the Company

Kindly note the same and acknowledge the receipt.

Thanking you,

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

**Rupa Modi**  
**Executive Director**  
**(DIN No: 00378383)**

**Enclosure – Copy of Notice**

## 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 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> 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 Jhavar 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 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 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."

**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](http://www.nsil.co.in)

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

Place: Mumbai  
Date: 14.08.2017

By Order of the Board

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

## 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 28<sup>th</sup>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, 2017to 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 there under, 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 copyof the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green

Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form)

H. Members are requested to:

(a) intimate to the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;

(c) quote their folio numbers/Client ID/DP ID in all correspondence; and

(d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

K. Mr. Mukesh Siroya, Practicing Company Secretary (Membership No. F5682) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).



- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 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 Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
    - (vi) Home page of e-voting opens. Click on Voting – Active Voting Cycles.
    - (vii) Select 'EVEN' (E-voting Event Number) of Netlink Solutions (India) Limited.

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

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

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

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

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

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

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

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

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

VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' for Members available at the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://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](http://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).
- 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](mailto:evoting@nsdl.co.in) or [netlink@easy2source.com](mailto:netlink@easy2source.com).

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

- 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.nsil.co.in](http://www.nsil.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 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.

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	Whole-time Director
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:**

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](http://www.nsil.co.in)

Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 14.08.2017

By Order of the Board

Sd/-

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

**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			
Foreign investments or collaborators, if any	Foreign investments – Nil			
<b>INFORMATION ABOUT THE APPOINTEE</b>				
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.
<b>OTHER INFORMATION</b>	
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 <sup>nd</sup> Exhibition and it was a grand success compared to the previous version, i.e., 1 <sup>st</sup> 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.
<b>DISCLOSURES</b>	
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			
Foreign investments or collaborators, if any	Foreign investments – Nil			
<b>INFORMATION ABOUT THE APPOINTEE</b>				
Background details.	Mr. Modi is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 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.
<b>OTHER INFORMATION</b>	
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 <sup>nd</sup> Exhibition and it was a grand success compared to the previous version, i.e., 1 <sup>st</sup> 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.
<b>DISCLOSURES</b>	
Remuneration Package of the Managerial Personnel	Total remuneration payable to Mr. Modi shall be fixed by the Board of Directors of the Company from time to time subject to 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:**

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Tel. : +91 22 26335583/84

Fax : +91 22 26371746

Place: Mumbai

Date: 14.08.2017

By Order of the Board

Sd/-

**Minesh Modi**

**Whole Time Director**

**DIN NO: 00378378**