

NOTICE

Notice is hereby given that 21st Annual General Meeting of the company NU TEK INDIA LIMITED will be held at Hotel Ramhan, NH-8, Mahipalpur Extension, New Delhi -110037 on Monday, the 29th day of September, 2014 at 11.30 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date along with the notes thereto and the reports of Auditor's and Director's thereon.
2. To appoint auditors to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Sumanjeet Agarwal & Co., Chartered Accountants, the retiring auditors are eligible for reappointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Rajiv Kumar (holding DIN 03600817), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 29, 2014.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Amar Sarin (holding DIN 00665441), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 29, 2014.”

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Ayub Yaugang Younes(holding DIN 00585694), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 30, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Ayub Yaugang Younes for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th August, 2014
Place- New Delhi

General Counsel &
Company Secretary

NOTES: -

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself. Such a proxy need not be a member of the company. Proxies in order to be valid and effective must be delivered at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and Share Transfer Book will remain closed from 19th September, 2014 to 29th September, 2014 (both days inclusive) for the purpose of 21st Annual General Meeting (AGM) of the Company to be held on September 29, 2014.
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Electronic copy of the Annual Report 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2013-14 are being sent in the permitted mode and a copy of the same can also be downloaded from the company's website www.nutek.in.
7. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode and a copy of the same can also be downloaded from the company's website www.nutek.in.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Members having shares in physical form are requested to notify change in their address to the Company's Registrar and Share Transfer Agent M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500029. Ph. 040-27638111, 27634445, 27642217. Members holding shares in electronic form are requested to notify changes in their address to their depository participant. Members are also requested to update their email ID with their respective depository participants.
10. Since the Company's share are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialized their shares at the earliest.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with clause 35B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

A. Instructions for Demat folios:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.</p>
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- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in Physical form will then reach directly to the voting screen.
- i) Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- j) Click on the relevant EVSN for the “NU TEK INDIA LIMITED” on which you choose to vote.
- k) On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Notice of the Annual General Meeting.
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- q) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

B. In case of members receiving the physical copy:

(a) Please follow all steps from sl. no. (a) to sl. no. (q) above to cast vote.

(b) The voting period will begin on 25th September, 2014, 9.00 a.m. and ends on 25th September 2014, 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

C. Other Instructions:

i. The e-voting period commences on Thursday, 25th September, 2014, 9.00 a.m. and ends on 25th September, 2014, (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd August, 2014,

iii. M/s Sukesh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Sukesh & Co. at 84, Kirti Nagar, Jharsa Road, Near Sector-15 Part 1, Gurgaon-122001 or at the Corporate Office of the Company not later than Thursday, 25th September 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ipo@nutek.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Thursday, 25th September 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nutek.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 21st (Twenty First) AGM of the Company on September 29, 2014 and communicated to the Stock Exchanges, where the shares of the Company are listed.

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th August, 2014
Place- New Delhi

General Counsel &
Company Secretary

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Special Business:-

1. Mr Rajiv Kumar is a Company Secretary and Chartered Accountant by qualification, who was appointed as Additional Director by the Board at its meeting held on 14th August 2013. Thereafter he was appointed as non executive independent Director. He is having knowledge and experience in the field of Audit and Taxation as he has been in Practice as Chartered Accountant for more than 10 years and has exposure in Statutory as well as Internal Audit, Taxations and other related financial area. The Board of Directors has also appointed him as Member of the Audit Committee. As per the requirement of Companies Act, 2013 he is being re-appointed as independent Director of the company w.e.f 29.09.2014 for next five years. He has confirmed that he is not disqualified to be appointed as independent Director and in the opinion of the Board of Directors, he fulfills the conditioned specified in the Companies Act, 2013 for his appointment and accordingly the Board recommends his re-appointment as Independent Director of the company, not liable to retire by rotation, to get benefit of his experience in exploring the vistas of the company business.

None of the Directors except Mr. Rajiv Kumar is interested anyway in the proposed resolution.

2. Mr. Amar Sarin is M.S in Orthopedic from Vinnitssa Medical Institute Hospital Vinnitssa Ukraine, who was appointed as independent Director by the Board of our Company in March, 2011. He is having more than 20 years of experience in various fields covering Administrative affairs, Business Advisory, Project Consultancies etc. He holds eminent positions such as Director, Consultant in different reputed organizations. The Board of Director has also appointed him as member of Audit Committee as well as Nomination and Remuneration Committee. As per the requirement of Companies Act, 2013 he is being re-appointed as independent Director of the company w.e.f 29.09.2014 for next five years. He has confirmed that he is not disqualified to be appointed as independent Director and in the opinion of the Board of Directors, he fulfills the conditioned specified in the Companies Act, 2013 for his appointment and accordingly the Board recommends his re-appointment as Independent Director of the company, not liable to retire by rotation.

None of the Directors except Mr. Amar Sarin is interested anyway in the proposed resolution

3. Mr. Ayub Yaugaung Younes is Graduate in Bachelor of Science, Electrical Engineering by qualifications. He is having more than 15 years of experience in various fields covering Account Management and sales, Project implementation and control, International branch development and management, Process engineering and Network Optimization, Software design, coding, testing and support. He has confirmed that he is not disqualified to be appointed as director of the Company and in the opinion of the Board of Directors, he fulfills the conditioned specified in the Companies Act, 2013 for his appointment and accordingly the Board recommends his appointment as non-executive Director of the company, liable to be retire by rotation.

Details of the directors seeking appointment/reappointment in forth coming Annual General Meeting:

Name of the Director	Rajiv Kumar	Amar Sarin	Ayub Yaugaugng Younes
Date of Birth	15.01.1975	21.09.1960	15.11.1968
Qualification	Qualified Company Secretary & Chartered Accountant	M.S in Orthopedic	B.S.C, Electrical
Expertise	Corporate Laws, Financial Reporting, Taxation and Audit	He is Orthopedic & Ilizarov surgeon and trained more than 70 orthopedic surgeons in Ilizarov surgeries and currently working as senior consultant in BL Kapoor Hospital, Pusa Road, New Delhi.	Account Management and sales, Project implementation and control, International branch development and management, Process engineering and Network Optimization, Software design, coding, testing and support
List of other directorship	Bgil Films & Technologies Limited ,Heaven Dwellings Private Limited, Uday Charitable Foundation, RA Tax Consultants Private Limited, Rajiv Developers Private Limited, Anamika Dwelling Private Limited, Kangra Hills Infra Private Limited, Panten Software Private Limited, Kolten Advisory Private Limited, Johns Software Private Limited, Kfinto Solution Private Limited, Kolitech Infra Private Limited	Sdmd Management Consulting Private Limited, Saffron Travels Private Limited, S A Medisys Private Limited, Sdmd Travels Private Limited	NIL
Chairman/member of the Committees of the Board of the Company	Audit Committee, Nomination And Remuneration Committee	Audit Committee, Nomination And Remuneration Committee	NIL

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th August, 2014
Place- New Delhi

General Counsel &
Company Secretary

PROXY FORM

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

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313
 Regd. Office: A-213, Road No.-4, Gali No.-11
 Mahipalpur, New Delhi- 110037
 Corporate office: B-27, Infocity, Sector- 34,
 Gurgaon- 122001
 Tel: 0124-6124600 Fax: 0124-6124675
www.nutek.in, E-mail: info@nutek.in

21st Annual General Meeting –September 29, 2014
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Name of member(s) :

Registered address :

E Mail Id:

Folio No. / DP ID - Client ID:

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

1) Name: _____ E Mail: _____

Address: _____

Signature _____ or failing him / her

2) Name: _____ E Mail: _____

Address: _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on 29th September, 2014 at 11.30 A.M. at Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2014		
2	Re-appointment of Auditors and fixation of their remuneration		
Special Business			
1	Appointment of Mr. Rajiv Kumar as Independent Director		
2	Appointment of Mr. Amar Sarin as Independent Director		
3	Appointment of Mr. Ayub Yaugaugng Younes as Non-Executive Director		

Signed this day of 2014.

Affix 1 Rs/- Stamp

Signature of the member

Signature of the Proxy Holder(s)

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 21st Annual General Meeting.
3. Please complete all details including detail of member(s) in above box before submission.

Attendance Slip**NU TEK INDIA LIMITED**

CIN No.: L74899DL1993PLC054313
Regd. Office: A-213, Road No.-4, Gali No.-11
Mahipalpur, New Delhi- 110037
Corporate office: B-27, Infocity, Sector- 34,
Gurgaon- 122001
Tel: 0124-6124600 Fax: 0124-6124675
www.nutek.in, E-mail: info@nutek.in

Folio No./ DP ID / Client ID:**Number of shares held:**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company at the Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 on 29th September, 2014 at 11.30 A.M

.....

Name of the Member / Proxy
(in BLOCK letters)

.....

Signature of the Member / Proxy**Note:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2014 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip and a copy of the same can also be downloaded from the Company's website www.nutek.in.
3. Physical copy of Annual Report for the financial period ended on 31.03.2014 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy and a copy of the same can also be downloaded from company's website www.nutek.in.

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313
 Regd. Office: A-213, Road No.-4, Gali No.-11
 Mahipalpur, New Delhi- 110037
 Corporate office: B-27, Infocity, Sector- 34,
 Gurgaon- 122001
 Tel: 0124-6124600 Fax: 0124-6124675
www.nutek.in, E-mail: info@nutek.in

BALLOT FORM

1. Name & Registered Address :
 of the sole/first named shareholder
2. Name(s) of the joint holder(s) :
 (if any)
3. Registered Folio No./
 DP ID No./ Client ID No.* :
 *(Applicable to investors
 holding shares in
 dematerialized form)
4. Numbers of share(s) held :
5. E-voting Sequence Number (EVSN) :
6. User ID :
7. Password :

8. I/ We hereby exercise my/ our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 22nd April, 2014 by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below :

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2014		
2	Re-appointment of Auditors and fixation of their remuneration		
Special Business			
1	Appointment of Mr. Rajiv Kumar as Independent Director		
2	Appointment of Mr. Amar Sarin as Independent Director		
3	Appointment of Mr. Ayub Yaugaug Younes as Non-Executive Director		

Place :

Date :

Signature of the Shareholder/
Authorized Representative

Notes: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Sukesh & Co., Company Secretaries, at 84, Kirti Nagar, Jharsa Road, Near Sector-15 Part 1, Gurgaon-122001 not later than Thursday, 25th September 2014 (6.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company, if posted in India. The envelope bears the name and address of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22nd August, 2014 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours (1800 hours) on 25th September, 2014. Ballot Forms received after 25th September, 2014 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required and a copy of the same can also be downloaded from the Company's website www.nutek.in. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult

for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The Scrutinizer's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website www.nutek.in and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to Mr. Sanjay Kumar Singh, General Counsel & Company Secretary, at the Corporate Office of the Company at B-27, Infocity-1, Sector-34, Gurgaon-122001, Tel. No. 0124-6124603, Fax No. 0124-6124675 or by e-mail to ipo@nutek.in.

Notes:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post. A copy of the same can also be downloaded from the Company's website www.nutek.in.
2. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.