



NETTLINX LIMITED

5-9-22, Flat No. 303, 3rd Floor, My Home Sarovar Plaza, Secretariat Road,
Saifabad, Hyderabad-500 063, Telangana, India. Tel : 23232200, Fax : +91-40-23231610
E-mail : secretarial@nettlinx.com | URL : www.nettlinx.com | CIN Number : L67120TG1994PLC016930

EGM NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of M/s. Nettlinx Limited will be held on Monday, the 18th April, 2016 at 02.30 P.M, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad, Telangana-500063, to transact the following business:

SPECIAL BUSINESS:

1 –ISSUE OF GDR's :

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

“RESOLVED THAT pursuant to the Sections 23, 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“2013 Act”) to the extent notified and in effect, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any modification(s) or re-enactment(s) thereof, for the time being in force) and other rules made thereunder, and applicable provisions, if any, of the Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon the notification of the 2013 Act) (collectively, the “Companies Act”) (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA 20 Regulations”), as amended or restated and the FEMA (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended or restated (“FEMA 120 Regulations”), the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated (“FCCB Scheme”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or restated (“Listing Obligations Regulations”) and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, and subject to all the necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India (“SEBI”), the Ministry of Finance (Foreign Investment Protection Board/ Department of Economic Affairs) and Ministry of Commerce & Industry (Department of Industrial Policy and Promotion/ Secretariat for Industrial Assistance), all other ministries, departments or other authorities of the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the stock exchanges and/or any other competent authorities, and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, SEBI, the stock exchanges and/or any other competent authorities from time to time, and the enabling provisions of the Memorandum and Articles of Association of Nettlinx Limited (the “Company”), the listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of the company (the “Equity Shares”) are listed, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot with or without a green shoe option, in the course of international

offering in one or more foreign markets and/or domestic market, for such number of Equity Shares, Global Depository Receipts (GDRs), including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (hereinafter collectively referred to as the “Securities”) or any combination of Securities in one or more tranches and/or in one or more series (with different tenures), whether rupee denominated or denominated in foreign currency, to any eligible person as permissible under applicable law including qualified institutional buyers, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, stabilizing agents and/or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto Rs.20 Crores (Rupees Twenty Crores only) or its equivalent in one or more foreign currencies, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through private placement(s), Preferential Allotment or a combination thereof at such time or times, at such price or prices, premium to the market price or prices, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 62 of the 2013 Act and other applicable provisions, if any, of the Companies Act, including the applicable rules made thereunder, the provisions of Chapter VIII of the ICDR Regulations, Listing Obligations Regulations, FEMA, FEMA 20 Regulations, FEMA 120 Regulations, and other applicable laws, the Board may, at its absolute discretion, issue, offer and allot Equity Shares, or Global Depository Receipts which are convertible into or exchangeable with Equity Shares (collectively referred to as “Securities”) of an aggregate amount up to Rs.20 Crores (Rupees Twenty Crores only) or its equivalent in one or more foreign currencies, inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement, as provided under Chapter VIII of the ICDR Regulations and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.”s

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of Equity Shares, and the price so determined as per Regulation 85 of the ICDR Regulations shall not be less than the price determined in accordance with the pricing formula provided therein.”

“RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorized and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market for Securities listing and trading, in the Frankfurt stock Exchange so that the GDRs are registered or listed.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and other applicable pricing provisions issued by the Ministry of Finance, and the price so determined shall be in accordance with the pricing formula provided under Clause 5 of the FCCB Scheme.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such arrangements / agreements with any Lead Managers / Underwriters / Guarantors / Depository (ies) / Custodians / Registrar / Advisors and all such agencies as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like.”

“RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/or at the place of issue of the Securities in international markets and shall be governed by English or any other law as may be decided by the Board as the case may be.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the mode and the terms of issue and to allot such number of Equity Shares/Securities as may be required to be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above as may be necessary in accordance with the terms of offering and all such shares to rank pari passu with the existing Equity Shares of the Company in all respects, excepting such rights as to dividend as may be provided under the terms of issue and in the offer document.”

“RESOLVED FURTHER THAT subject to necessary approvals, consents, permissions, the Board be and is hereby authorised to convert the Global Depository Receipts into any other permitted Securities and list at Frankfurt Stock Exchange or in any other Indian/overseas Stock Exchanges.”

“RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Chairman of the company or any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company, including filing of offer document with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts.”

By the order of the Board
For **Nettlinx Limited**

Sd/-

Dr. Manohar Loka Reddy

Chairman

DIN: 00140229

Date: 10.03.2016

Place: Hyderabad

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A member entitled to attend and vote at this Extra-ordinary General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited at the Registered Office of the Company at '5-9-22, Flat No.303,3rd Floor, My home Sarovar Plaza, Secretariat, Saifabad, Hyderabad, Telangana' not less than 48 hours before the commencement of the meeting.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members are requested to write to the company for any queries, so as atleast 15 days before the meeting, to enable the management to keep the information ready at the meeting.
8. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Pvt. Ltd. Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana.
 - (a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - (b) Changes, if any, in their address at an early date.
 - (c) Application for consolidation of folios, if shareholdings are under multiple folios.
 - (d) Despatch of share certificates for consolidation.
 - (e) Request for nomination forms for making nominations as per the provisions of the Companies Act.

9. Members are requested to quote ledger folio numbers in all their correspondences.
10. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Pvt. Ltd. Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
13. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

secretarial@nettlinx.org, info@vccipl.com

The Notice of the Extra-Ordinary General Meeting inter alia indicating the manner and process of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

14. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.nettlinx.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost. For any communication, the shareholders may also send requests to the Company's email id: Mail: secretarial@nettlinx.org
15. Members are requested to note that the Company's Equity Shares are compulsorily traded in demat form for the investors, effective from 26th March 2001. Members are requested to open Depository Account in their names with a Depository participant to dematerialize their holdings. This would be necessary for facilitating the transfers of Company's Equity shares in all Stock Exchanges connected to the Depository System.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.

17. i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. The company has engaged the services of CDSL as the Authorized Agency to provide e-voting facilities.
- iv. The Board of Directors of the Company has appointed Mr. Veeranjanyulu, a Practicing Company Secretary, Partner, VCSR & Associates, Hyderabad as Scrutinizer to scrutinize the voting at EGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of Electronic Shareholding) as on the cut-off date i.e. 11th April, 2016.
- v. The e-voting period commences on Friday, 15th April, 2016 (9.00 a.m. IST) and ends on Sunday, 17th April, 2016 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paidup equity share capital of the Company as on 11th April, 2016 i.e. the cut-off date.
- vi. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- vii. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period. The procedure for casting votes online is as follows:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Nettlinx Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Extra-ordinary General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013:

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice:

The resolution Contained at Item No. 1 relates to a proposal by the Company to create, offer, issue and allot equity shares or equity shares through Global depository receipts, or through Private Placement(s) and / or preferential allotment(s) and / or Qualified Institutional Placement (QIP) and / or any other permitted modes, in one or more tranches as stated In the resolution (“the Securities”), The Company intends to issue securities for a value upto Rs.20 Crores (Rupees Twenty Crores only) or its equivalent in Foreign currencies. The net proceeds from this offering of Securities or any other issue, after deduction of fees and expenses are proposed to be used by the Company for the expansion of its business and for acquisition purpose.

It is proposed to offer/issue/ allot equity shares through Global depository receipts through Private Placement(s) and / or preferential allotment(s) and / or Qualified Institutional Placement (QIP) and / or any other permitted modes, of an aggregate amount not exceeding Rs.20 Crores (Rupees Twenty Crores only) or its equivalent in Foreign currencies by way of an Issue of securities from time to time in one or more tranches to domestic

/ foreign investors/ Foreign Institutional Investors/non resident Indians, companies or bodies corporate whether Incorporated in India, or abroad, trusts, mutual funds, Banks, Financial Institutions, Insurance companies, pension funds, individuals, or otherwise, whether shareholders of the company or not in consultation with the lead manager.

The detailed terms and conditions for the offer will be determined in consultation with advisors, Lead managers, underwriters and such other statutory authority or authorities and agencies as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors. The pricing of the offering(s) will be free market pricing and may be at a premium to market price in accordance with international practice, subject to applicable rules, regulations including the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and the Issue of Foreign Currency Convertible bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as may be amended/ modified from time to time). As the pricing of offerings will be decided at a later stage, the exact number of Securities to be Issued will depend upon the price so decided. For the aforesaid reasons, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

However, pursuant to Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the aggregate of the Proposed issue and all previous issues made by the company, if any in the same financial year shall not exceed 5 times of the net worth of the Company as per audited balance sheet of previous financial year.

Further, If Global Depository Receipts or any other securities to be issued under Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and/or Qualified Institutional Placement (QIP) to be made to Qualified Institutional Buyers (QIBs) under Chapter VIII or SEBI (Issue of Capital and disclosure Requirements) Regulations, 2009, the pricing thereof shall not less than the average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during two weeks preceding the relevant date. The "relevant date" for this purpose is the date of the meeting in which the Board has decided to open the proposed Issue of Securities.

The special resolution seeks to empower the Board to issue the Securities in one or more tranches at such time or times, at such price or prices and to such persons including institutions, incorporated bodies, individuals or otherwise as the Board may in its absolute discretion deem fit.

The Securities Issued pursuant to the offerings would be listed on the Stock Exchange on which the Company's equity shares are listed.

The consent of the shareholders is being sought pursuant to the provisions of the Section 41, 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the listing agreement executed by the Company with the stock exchanges where the equity shares of the Company are listed.

Section 41 of the Companies Act, 2013 provides, inter alia, A company may, after passing a special resolution in its general meeting, issue depository receipts in any foreign country and The special resolution, if passed, will have the effect of allowing the Board to Issue and allot Global Depository Receipts.

Section 62 of the Companies Act, 2013 and other relevant clauses of the listing agreement with the stock exchanges where the equity shares of the company are listed provides, inter alia, that when it is proposed to Increase the Issued capital of the company by allotment of further shares shall be offered to the existing shareholders of such Company in manner laid down in Section 62(2) unless the shareholders in general meeting decide otherwise.

The special resolution, if passed, will have the effect of the allowing the Board to Issue and allot Securities otherwise than on pro rata basis to the existing shareholders.

None of the Directors of the company are concerned or interested in the proposed resolution.

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

By the order of the Board
For **Nettlinx Limited**

Sd/-
Dr. Manohar Loka Reddy
Chairman
DIN: 00140229

Date: 10.03.2016

Place: Hyderabad

Form No. MGT-11**Proxy form**

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

Name of the Member(s)		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I / We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Monday, the 18th April, 2016 at 02.30 PM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad-500063, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl.No.	Resolution(S)	Vote	
		For	Against
1.	To Approve the Issue Of GDR's		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of Apr, 2016

Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamps

Signature of the shareholder

across Revenue Stamp

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) The proxy need not be a member of the company

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Monday, the 18th April, 2016 at 02.30 PM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad-500063, Telangana.

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extraordinary General Meeting of the Nettlinx Limited held at _____, on Monday, **18th April, 2016 at 02.30 PM**

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the EGM Notice to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Book-Post

To



if undelivered please return to :

NETTLINX LIMITED

Registered Office :

5-9-22, Flat No. 303, 3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad, Hyderabad-500 063, Telangana, India.

Tel : 23232200, Fax : +91-40-23231610

E-mail : secretarial@nettlinx.com | URL : www.nettlinx.com