

22nd Annual General Meeting Held on 28th September 2015
Declaration of result of remote e-voting and Poll

As per the provisions of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended upto date and also the Listing Agreement, the Company has provided the facility of remote e-voting to the Shareholders to enable them to cast their votes electronically on the resolutions proposed in the Notice of 22nd Annual General Meeting (AGM). The e-voting was open from 9.00 a.m. on 24th September 2015 to 5.00 p.m. on 27th September, 2015.

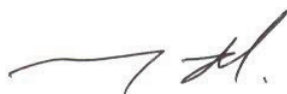
In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by the MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the shareholders. Therefore at the AGM voting was conducted by means of poll.

The Board of Directors had appointed Sri. Ch. Veeranjanyulu (C.P. No- 6392), Partner of M/s. VCSR & Associates, Company Secretaries, as scrutinizer to scrutinize the remote evoting and poll voting process in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hour on 27th September, 2015 and poll received till the conclusion of the meeting and submitted his Report on 29th September 2015.

The Consolidated Results as per the Scrutinizer's Report dated 29th September 2015 is as follows:

| Particulars | % Votes in favour | % Votes against |
|---|----------------------|--------------------|
| Resolution 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | 100% | 0 |
| Resolution 2: To appoint a Director in place of Mr. Chandra Sekhar Pogula who retires by rotation, and being eligible offers himself for reappointment. | 100% | 0 |
| Resolution 3: Appointment of M/s Deva & Co, auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the fourth consecutive AGM. | 100% | 0 |
| Resolution 4: Regularisation of Additional Director, Mrs.Radhika Kundur who was appointed as an Additional Director with effect from 25/03/2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 | 100% | 0 |
| Resolution 5: Adoption of New Set of Articles as per provisions of Companies Act 2013 | 100% | 0 |
| Resolution 6: Increase in remuneration of Mr.Chandra Sekhar Pogula. | 100% | 0 |

Based on the Consolidate Report of the Scrutinizer, all the Resolution as set out in the Notice of 22nd AGM of the Company has been duly approved by the Shareholders with requisite majority.

NETTLINX LIMITED

Outcome of voting of Annual General Meeting (As per Clause 35A of the Listing Agreement)

| | | | | |
|---|--|---------------|--------------|---------------|
| Date of Annual General Meeting | 28 th September, 2015 | | | |
| Total Number of Shareholders as on record date | 2234 Shareholders as on 18 th September, 2015 | | | |
| No. of Shareholders present in the meeting either in person or through proxy | Promoters and Promoter Group | | Public | |
| | In Person | Through Proxy | In Person | Through Proxy |
| | 1 | 7 | 46 | 80 |
| No. of Shareholders attended the meeting through Video Conferencing | Promoters and Promoter Group | | Public | |
| | Not Arranged | | Not Arranged | |

Agenda wise

The mode of voting for all the resolutions was:

1. Remote e-voting conducted between 9.00 a.m. on 24th September 2015 to 5.00 p.m. on 27th September, 2015 and
2. Poll conducted at the Meeting.

Here is the resolution wise combined result of remote e-voting and Poll.

| Results: | | | | | | | |
|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| ITEM No. 1. Adoption of Annual Accounts, Auditor's Report and Director's Report | | | | | | | |
| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
| | (1) | (2) | (3) = [2/1]*100 | (4) | (5) | (6) = [4/2]*100 | (7) = [5/2]*100 |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |



NETTLINX LIMITED**Results:**

ITEM No. 2. To appoint a Director in place of Mr. Chandra Sekhar Pogula who retires by rotation, and being eligible offers himself for reappointment.

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
|-----------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| | (1) | (2) | (3) = | (4) | (5) | (6) = | (7) = |
| | | | $[2/1]*100$ | | | $[4/2]*100$ | $[5/2]*100$ |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |

Results:

ITEM No. 3. Ratification of Appointment of M/s. Deva and Co., Chartered Accountants, Hyderabad, as Statutory Auditors of the Company for the Financial Year Ended 2014-2015.

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
|-----------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| | (1) | (2) | (3) = | (4) | (5) | (6) = | (7) = |
| | | | $[2/1]*100$ | | | $[4/2]*100$ | $[5/2]*100$ |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |



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NETTLINX LIMITED

| Results: | | | | | | | |
|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| ITEM No. 4. Regularisation of Additional Director, Mrs.Radhika Kundur as Director of the Company. | | | | | | | |
| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
| | (1) | (2) | (3) = | (4) | (5) | (6) = | (7)= |
| | | | $[2/1]*100$ | | | $[4/2]*100$ | $[5/2]*100$ |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |

| Results: | | | | | | | |
|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| ITEM No. 5. Adoption of New Set of Articles of Association. | | | | | | | |
| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
| | (1) | (2) | (3) = | (4) | (5) | (6) = | (7)= |
| | | | $[2/1]*100$ | | | $[4/2]*100$ | $[5/2]*100$ |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |



NETTLINX LIMITED

| Results: | | | | | | | |
|--|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Item No. 6 Increase in Remuneration of Mr.Chandra Sekhar Pogula, Whole Time Director & CEO. | | | | | | | |
| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes polled on Outstanding Shares | No. of votes in favour | No. of votes against | % of Votes in favour of votes polled | % of Votes against on votes polled on Outstanding Shares |
| | (1) | (2) | (3) = | (4) | (5) | (6) = | (7)= |
| | | | [2/1]*100 | | | [4/2]*100 | [5/2]*100 |
| Promoter & Promoter Group | 6537833 | 6537833 | 57.03% | 6537833 | 0 | 100% | 0 |
| Public Institutional Holder | 800 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 4924679 | 2622950 | 22.88% | 2622940 | 10 | 100% | Negligible |
| Total | 11463312 | 9160783 | 79.91% | 9160773 | 10 | 100.00% | 0 |

For NETTLINX LIMITED

Manohar Loka Reddy
Chairman

DIN : 00140229

Place : Hyderabad





FORM No. MGT-13 SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

To
The Chairman,
22nd Annual General Meeting of **M/s.NETTLINX LIMITED**
Held on 28th September, 2015 at 10.30 A.M. at ICWAI Bhavan, beside Dena Bank, Post Office
Road, Sanath Nagar, Hyderabad - 500018, Telangana.

Dear Sir,

I, Veeranjanyulu Chirumamilla, Partner of VCSR & Associates, Company Secretaries, Hyderabad appointed as Scrutinizer for the purpose of e-Voting and poll, to unblock the votes in favour or against, if any, and to report forthwith to the Chairman on the below mentioned items, at the 22nd Annual General Meeting of **M/s. NETTLINX LIMITED** held on 28th September, 2015, at 10.30 A.M. at ICWAI Bhavan, beside Dena Bank, Post Office Road, Sanath Nagar, Hyderabad - 500018, Telangana hereby submit my report Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014 as under:

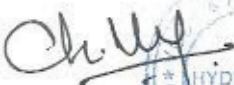
1. All e-voting received upto September 27, 2015 till 05.00 P.M, the last date and time fixed by the Company for receipt of e-voting were considered for my scrutiny. Further, after the time fixed for closing of the poll by the Chairman, on 28th September, 2015, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked e-votes on the website of CDSL has been unblocked by me in the presence of two witnesses named B. Karunakar Naidu and J. Siva Prasad. Further, the locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The e-votes and the poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the e-votes and Poll is summarized separately is as per the Annexure.



5. The register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will return the register and other related papers to the company.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman as authorized by the Board for safe keeping.
7. You may declare the results of the 22nd Annual General Meeting accordingly.

Thanking You,
Yours' Faithfully,

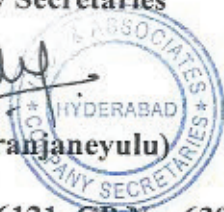
**For VCSR & Associates
Company Secretaries**



(Ch. Veeranjanyulu)

Partner

FCS No. 6121, CP No. 6392



Date: 29.09.2015

Place: Hyderabad

Annexure

Item No.1 : Approval of Balance Sheet as at 31.03.2015 and the Statement of Profit and Loss Account of the Company for the year ended on that date along with the Report of Directors and Auditors there on

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted **against** the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |



Item No.2 : Appointment of Director Mr. Chandra Sekhar Pogula who retires by rotation and being eligible, offers himself for reappointment

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted **against** the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |



Item No.3: Ratification of Appointment of M/s. Deva and Co., Chartered Accountants, Hyderabad, as Auditors of the Company

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted **against** the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |



Item No.4 : Appointment of Mrs. Radhika Kundur as Director of the company

(i) Voted in favour of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted against the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) Invalid Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |



Item No.5 : Adoption of New Set of Articles of Association

(i) Voted in favour of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted against the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) Invalid Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |



Item No.6 : Increase in remuneration of Mr.Chandra Sekhar Pogula, Whole Time Director cum Chief Executive Officer of the Company.

(i) Voted in favour of Resolution

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|---------|
| Number of Members present and voting (in person or by proxy) | 44 | 38 | 82 |
| Number of votes cast by them | 8081579 | 1079194 | 9160773 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |

(ii) Voted against the resolution

| | E-voting | Voting by Poll | Total |
|---|------------|----------------|------------|
| Number of Members present and voting (in person or by proxy) | 1 | 0 | 1 |
| Number of votes cast by them | 10 | 0 | 10 |
| % of Total Number of valid votes cast | Negligible | 0 | Negligible |

(iii) Invalid Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|-------|
| Number of Members present and voting (in person or by proxy) | 0 | 8 | 8 |
| Number of votes cast by them | 0 | 35020 | 35020 |

