

Date: 03.10.2016

To The Listing Manager, Listing Department, The <b>Bombay Stock Exchange Limited</b> , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.	To The Listing Manager, Listing Department, The <b>Metropolitan Stock Exchange of India Limited</b> , Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India. Telephone : +91 22 6112 9000, Fax : +91 22 2654 4000
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**Sub: Notice of 02<sup>nd</sup> EGM scheduled to be held on 28.10.2016**

**Ref: Scrip Code: 511658 (NETTLINX) ISIN: INE027D01019**

Dear Sir,

With reference to the above cited subject, we hereby forwarding you the notice of 02<sup>nd</sup> Extra-Ordinary General Meeting of the Company scheduled to be held on Friday, 28<sup>th</sup> October, 2016 at 11.00 A.M at the Registered Office of the company, Hyderabad.

The Board of Directors of the company has decided to send the notice of EGM to the Members of the company holding shares as on 30.09.2016.

Please take the same on record and acknowledge.

Thanking you,

Yours Sincerely,

For Nettlinx Limited

  
Sai Ram Gandikota  
Company Secretary & Compliance Officer





# 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 (02/2016-2017) Extra-Ordinary General Meeting of the Shareholders of **M/s. NETTLINX LIMITED** will be held on Friday, 28th October, 2016 at 11.00 A.M. at the registered office of the Company at 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar, Secretariat Road, Saifabad, Hyderabad – 500 063 to transact the following business:

### **1. PREFERENTIAL ISSUE OF SHARE WARRANTS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to the provisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June 07, 2016 (the “Foreign Exchange Regulations”), as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee) and all such other approvals, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver **18,35,000 (Eighteen Lakhs Thirty Five Thousand only) convertible warrants at a Price of ₹. 105/- each** on preferential basis in one or more tranches, convertible into 18,35,000 (Eighteen Lakhs Thirty Five Thousand only) equity shares (One Equity Share for one warrant issued) of the Company of the **face value of ₹. 10/- each** to the following categories of persons for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time.

S.No	Name of the proposed Allottee	No. of Warrants to be issued	Issue Price of Each Warrant (In Rupees)
1	EXchange Investors N.V.	14,20,000	105.00
2	TRANS GLOBAL FZC	4,15,000	105.00
	<b>Total</b>	<b>18,35,000</b>	<b>105.00</b>

**RESOLVED FURTHER THAT** the 'Relevant Date' for the purpose of determining the issue price of warrants, in pursuance of SEBI (ICDR) Regulation, 2009, shall be 30 days prior to the date of the Extraordinary General Meeting (EGM) at which the approval of the shareholders in terms of Section 62(1)(C) & section 42 of the Companies Act, 2013 is obtained.i.e.,27.09.2016.

**RESOLVED FURTHER THAT** a) each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI (ICDR) Regulation, 2009, as may be applicable, from time to time.

b) In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants. c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants. d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and accept any alteration (s) or amendment (s) or corrections as they may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any questions, difficulties or doubts that may arise in regard to the offer, issue or allotment of the said securities and with a power to change the number of warrants hereby created, issued and offered to the person (s) referred above and within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

By and on behalf of the Board  
For **Nettlinx Limited**

Sd/-

**Dr. Manohar Loka Reddy**  
Chairman  
(DIN: 00140229)

Place : Hyderabad  
Date : 29.09.2016

## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the items of Special Business as set out above is annexed hereto.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the EGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy 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 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) Changes, if any, in their address at an early date.
  - (b) Application for consolidation of folios, if shareholdings are under multiple folios.
  - (c) Despatch of share certificates for consolidation.
  - (d) Request for nomination forms for making nominations as per the provisions of the Companies Act.
8. Members are requested to quote ledger folio numbers in all their correspondences.
9. 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.

10. 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 Private Limited, Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana.
11. 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.
12. 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 Registrar and Share Transfer Agent having its at Venture Capital and Corporate Investments Pvt. Ltd. Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana, India.

The Notice of the EGM is 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. Members may note that this Notice of EGM will also be available on the Company's website viz. [www.Nettlinx.com](http://www.Nettlinx.com). 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 free of cost. For any communication, the shareholders may also send requests to the Company's email id: Mail: [secretarial@nettlinx.org](mailto:secretarial@nettlinx.org) [info@vccipl.com](mailto:info@vccipl.com)

13. 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.
14. 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.
15. The route map showing directions to reach the venue of the Second EGM is annexed.

16. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the EGM.
17. The board of directors has appointed Mr. Veeranjanyulu Partner of M/s. VCSR & Associates, Practicing Company Secretaries (Membership No. FCS 6121) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or polling paper shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
19. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
20. The instructions for e-voting are as under:
  - (a) 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.
  - (b) "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](http://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](http://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:

(vii) After entering these details appropriately, click on “SUBMIT” tab.

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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.</li><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**C. Other Instructions:**

- i. The e-voting period commences on Tuesday, 25th October, 2016 (9.00 a.m. IST) and ends on Thursday, 27th October, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 21st October, 2016 i.e. cut-off date, 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 / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. 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 Meeting through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com).



- iv. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the Meeting, 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 make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.Nettlinx.com](http://www.Nettlinx.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited and Metropolitan Stock Exchange of India Limited and, where the shares of the Company are listed.

By and on behalf of the Board  
For **Nettlinx Limited**

Sd/-

**Dr. Manohar Loka Reddy**  
Chairman  
(DIN: 00140229)

Place : Hyderabad  
Date : 29.09.2016

## EXPLANATORY STATEMENT

### Pursuant to Section 102(1) of the Companies Act, 2013

#### Item No. 1

Your Company plans to issue convertible warrants to acquire European companies with strong presence in the industrial space which will enable the company to raise further capital and debt with lower interest rates from the European Banks and also to increase the Equity base of the Company for meeting the working capital requirements, expansion of the company and to augment the required funds for the proposed future projects of the Company. In view of this, it is proposed to create, offer, issue and allot 18,35,000 (Eighteen Lakhs Thirty Five Thousand only) warrants and each warrant convertible into one Equity share of ₹. 10/- each fully paid to the persons as mentioned in the resolution on preferential allotment basis.

The details of the issue and other particulars as required in terms of the Chapter VII of the SEBI (ICDR) Regulations, 2009 in relation to the above said Special Resolution are given as under.

#### a) Objective and Issue Price:

The object of the proposed preferential offer is to acquire European companies with strong presence in the industrial space. This issue will provide strategic support that will enable Nettlinx to identify and acquire companies with experience in the industrial space. These funds will also help Nettlinx to raise further capital and debt with lower interest rates from the European Banks and also to increase the Equity base of the Company for meeting the working capital requirements, expansion of the company and to augment the required funds for the proposed future projects of the Company

**The convertible warrants will be allotted at a price of ₹. 105/- (Rupees One Hundred Five only) each.**

#### b) The proposal of the Promoters, Directors or Key Management persons to subscribe to the offer:

None of the Promoters, Directors or Key Management persons of the Company are intending to subscribe for the warrants to be converted into equity shares within 18 months in one or more tranches as per SEBI Guidelines, Rules and Regulations from the date of issue.

#### c) Shareholding pattern before and after preferential issue of the capital would be as follows:

Sl. No.	CATEGORY	Pre issue holding details as on 23.09.2016		Post issue holding details (Assuming all warrants are converted into Equity Shares)	
		Total Number of shares	% of shares of shares	Total Number	% of Shares
A	Shareholding of Promoters & Promoter Group:				
1	Indian Promoters	66,81,557	58.29	66,81,557	50.24
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>66,81,557</b>	<b>58.29</b>	<b>66,81,557</b>	<b>50.24</b>
B	Public Share holding				
3	Institutions				
A	Financial Institutions/Banks	800	0.01	800	0.006

B	Mutual Funds & UTI	-	-	-	-
C	Venture Capital Funds	-	-	-	-
D	FIIIs	-	-	1835000	13.79
E	Foreign Venture Capital Investors	-	-	-	-
4	Non-Institutions	-	-	-	-
(i)	Bodies Corporate	1038752	9.06	1038752	7.811
(ii)	Indian public	3586872	31.29	3586872	26.97
(iii)	NRIs	22785	0.198	22785	0.171
(iv)	Clearing Members	132546	1.156	132546	0.9967
(v)	Others(Trusts)	-	-	-	-
	<b>Sub-Total (B)</b>	<b>4781755</b>	<b>41.71</b>	<b>66,16,755</b>	<b>49.76</b>
C	Any Others: Shares held by Custodians against Depository Receipts, FCCBs etc.,	-	-	-	-
	<b>Sub-Total (c)</b>	-	-	-	-
	<b>Grand Total (A+B)</b>	<b>11,46,3312</b>	<b>100%</b>	<b>13,29,8312</b>	<b>100%</b>

**d) Proposed time within which the allotment shall be completed:**

The Allotment of the warrants shall be completed within 15 days from the date of the Extraordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

**e) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of warrants and the percentage of the post issue capital that may be held by them / her on conversion of the warrants into shares:**

S. No.	Name & Address of the proposed Allottee	Ultimate Beneficial owner(s) of the shares	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue capital that may be held by him / her on conversion of the warrants into shares
1	<b>EXchange Investors N.V.</b>	<b>1. Abraham Joy</b>	Not Applicable	10.67
2	<b>Trans Global FZC</b>	<b>1. Abraham Joy 2. Bouchra Amrani</b>	Not Applicable	3.12

**f) Change in the Composition of the Board of Directors and Control of the Company:**

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**g) Undertaking:**

- I. the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- II. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

h) **Non transferability of the Securities** The securities issued and allotted on a preferential basis hereunder will be subject to lock-in as specified under Chapter VII of the SEBI (ICDR) Regulations, 2009.

**i) Pricing of the Issue and Relevant Date:**

The equity shares will be issued at such a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average prices of the related equity shares of the Company quoted on the recognised stock exchange during the two weeks preceding the relevant date.

“Relevant Date” in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, 2009 would be 27.09.2016 being the date 30 days prior to the date of this Extraordinary General Meeting where the proposed preferential issue is being considered for approval of the members.

The Minimum Price arrived by the company from the following two criterias is 104.745

First Criteria: Calculations from Twenty Six Weeks Data i.e., 29.03.2016 to 27.09.2016:

The average of the weekly high and low of the volume weighted average price of the related equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date is 104.745.

Second Criteria: Calculations from TWO WEEKS DATA i.e., 13-Sep-2016 to 27-Sep-2016:

**TWO WEEKS DATA FROM 13-Sep-2016 to 27-Sep-2016**

Month	Open Price	High Price	Low Price	Close Price	WAP	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
27-Sep-16	105	105	105	105	105	10421	14	1094205	10421	100	0	0
26-Sep-16	105	105	105	105	105	5325	11	559125	5325	100	0	0
23-Sep-16	105	105	105	105	105	29529	24	3100545	29529	100	0	0
22-Sep-16	105	105	105	105	105	3101	16	325605	3101	100	0	0
21-Sep-16	104.7	105	104.5	105	104.6689	5753	13	602160	5653	98.26	0.5	0.3
20-Sep-16	104.45	104.7	104	104.7	104.4971	13781	51	1440075	12771	92.67	0.7	0.25
19-Sep-16	104	104.5	103.05	104.45	104.3901	13952	270	1456451	8044	57.65	1.45	0.45
16-Sep-16	103.05	104.4	103.05	103.9	103.9249	11578	332	1203243	2378	20.54	1.35	0.85
15-Sep-16	103	104.2	103	103.8	103.8444	13889	115	1442295	8879	63.93	1.2	0.8
14-Sep-16	97	104.2	97	104.2	103.2382	14419	72	1488592	12212	84.69	7.2	7.2

The Average of Weekly High and Low of the volume weighted average prices during the two weeks preceding the relevant date is 104.745.

A Certificate will be obtained from the Statutory Auditors / Practicing Company Secretary confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter VII of SEBI (ICDR) Regulations, 2009 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

As per Section 62(1)(C) of the Companies Act, 2013, approval of the shareholders in the General Meeting is required for the issue of the shares by way of preferential allotment as stated in the resolution. Hence consent of the shareholders by way of special resolution is being sought for the issue of such warrants on preferential basis.

**Except Abraham Joy, Director of the company to the extent of shares offered to the entities in which he is beneficial owner, None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution.**

By and on behalf of the Board  
For **Nettlinx Limited**

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

Place : Hyderabad  
Date : 29.09.2016

**ATTENDANCE SLIP**

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

**Extraordinary General Meeting** on Friday, the 28<sup>th</sup> October, 2016 at 11.00 AM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3<sup>rd</sup> Floor, My home Sarovar Plaza, Secretariat Road, Saifabad, Hyderabad-500063, Telangana, India.

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 the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My home Sarovar Plaza, Secretariat, Saifabad, Hyderabad-500063, Telangana, India, on Friday, the 28<sup>th</sup> October, 2016 at 11.00 A.M

(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.

**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)		
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	

Name of the Member(s)
Registered Address:

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 **Friday, the 28th October, 2016 at 11.00 A.M.**, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My home Sarovar Plaza, Secretariat, Saifabad, Hyderabad-500063, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolution(S)	Vote	
		For	Against
1.	To consider and Approve the Preferential Issue Of Share Warrants		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_\_ day of October, 2016

Signature of Shareholder

Signature of Proxy holder



Signature of the shareholder

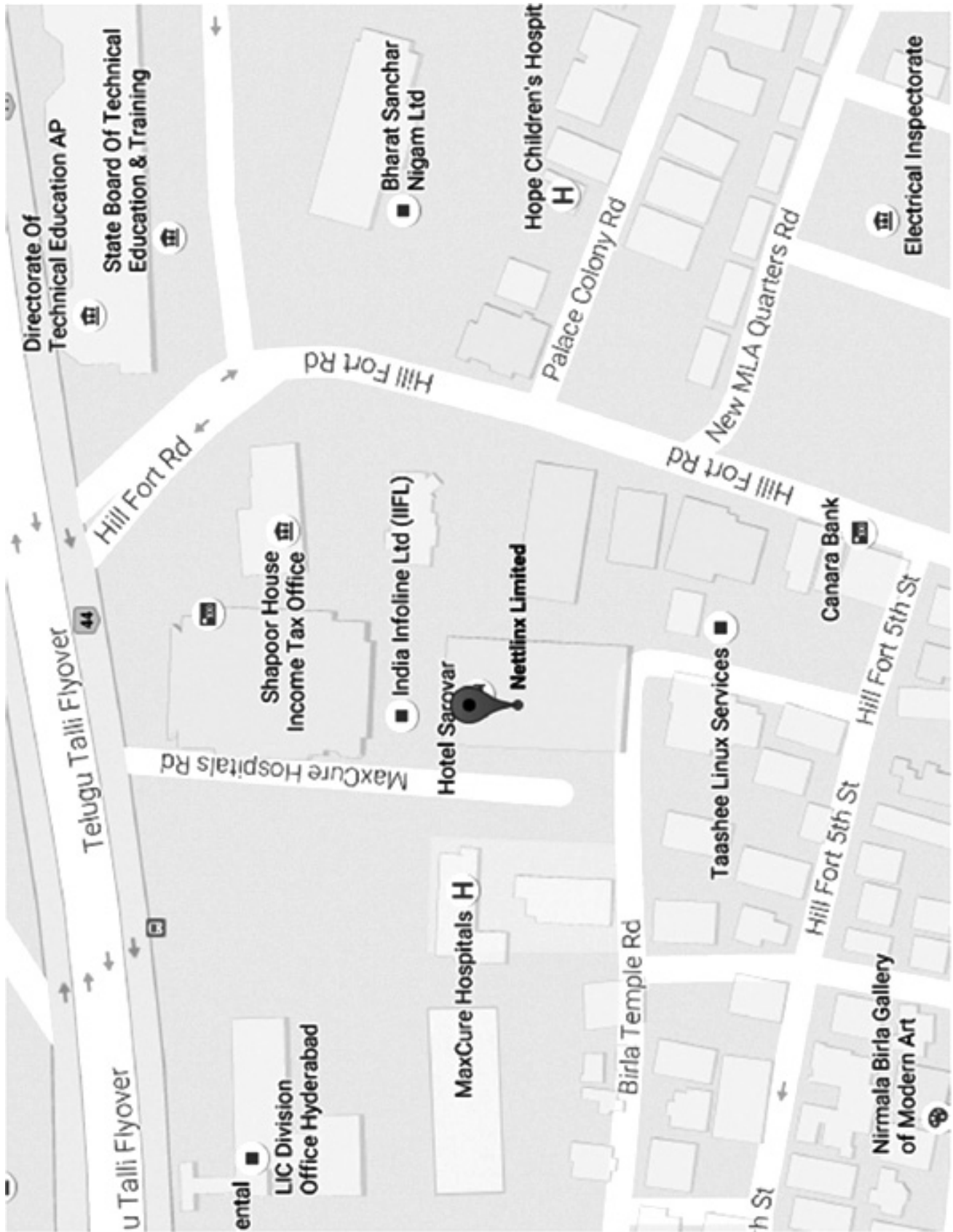
across Revenue Stamp

**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



ROUTE MAP OF VENUE OF EGM:





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.

Tel : 23232200, 23231621, Fax : 040-23231610

E-mail : [secretarial@nettlinx.com](mailto:secretarial@nettlinx.com) | URL : [www.nettlinx.com](http://www.nettlinx.com)