



Notice of Postal Ballot



NETTLINX LIMITED

Your Power to Communicate

REMOTE-E-VOTING	
Commencement date:	09:00 A.M. on Friday, 10 th March, 2023
End date:	05:00 P.M. on Saturday, 08 th April, 2023

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

NOTICE is hereby given, in accordance with Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI / HO /CFD /CMD2 /CIR/P/2021/11 dated January 15, 2021, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable, laws, rules and regulations (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force and as amended from time to time), that the following special business set out below are proposed to be passed the Members of Nettlinx Limited (the "Company"), by the process of postal ballot through electronic means(remote E-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please register the same with respective Depository/ RTA/ Company.

An explanatory statement under Section 102 (1), 110 of the Act, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed. Pursuant to Rule 22 (5) of the Rules, the Board of Directors of your Company, has appointed Mr. Upender Reddy Sama, Partner of M/s. VCSR & Associates (ACS: 17738 and CP No: 6877) as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company is offering facility of e-voting (remote e-voting) through Central Depository Services (India) Limited ('CDSL') to all Members to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Member. The e-voting facility is available at the link www.evotingindia.com from 09:00 A.M. on Friday, 10th day of March, 2023 and up to 05:00 P.M. on Saturday, 08th April, 2023. E-voting module will be blocked by CDSL 05:00 P.M. on Saturday, 08th April, 2023. and voting shall not be allowed beyond the said date and time. Please refer the instructions for E- voting given after the proposed resolutions for the process and manner in which E-voting is to be carried out. For e-voting members are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before 10th day of April, 2023. The said result along with the Scrutinizer's Report will be displayed on the Company's website www.nettlinx.com and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

The last date of the E-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS :**Item No 1: To Capitalize Reserves of the Company and to issue Bonus Equity Shares**

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

“RESOLVED THAT pursuant to the relevant provisions of the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “SEBI”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Reserve bank of India(RBI) subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding of Rs.12,08,83,120/- (Rupees Twelve Crores Eight Lakhs Eighty Three Thousand One Hundred Twenty only) from and out of the Free Reserves, Capital reserves, Securities Premium Account & Retained Earnings of the Company as may be considered necessary for the purpose of issue of Bonus Equity Shares of the Company of face value of Rs.10/- (Rupees Ten only) each, credited as fully paid-up Equity Shares, to the eligible members of the Company, in the proportion of (1:1) 1 (One) new fully paid Equity Share of face value of Rs.10/- each(Rupees Ten only) for every 1(One) existing fully paid Equity Share of face value of Rs.10/- each(Rupees Ten only), held by the Members of the Company, whose names will appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories on the record date to be determined by the Board for this purpose.”

“RESOLVED FURTHER THAT the new equity shares of Rs.10 (Rupees Ten only) each to be issued and allotted as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank paripassu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to reserve 3,25,000 equity shares to the outstanding convertible warrants issued by the company , consequent to the issue of Bonus Shares.”

“RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs) Members, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the shall be subject to approval of RBI, If applicable and as may be necessary.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Dr. Manohar Loka Reddy(Holding DIN: 00140229) Managing Director of the Company and/or Mr. Venkateswara Rao Narepalem (Holding DIN:01116904), Director cum CFO of the Company and/or Mr. Sairam Gandikota, Company Secretary & Compliance Officer of the company be and are hereby authorised jointly and/or severally to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

Registered Office:

NETTLINX LIMITED

CIN: L67120TG1994PLC016930

5-9-22, Flat No.303, 3rd Floor,

My Home Sarovar Plaza, Secretariat, Saifabad,

Hyderabad, Telangana 500063 India.

Email: secretarial@nettlinx.org

Tel: 040-23232200/23231621

**By Order of the Board of Directors of
For NETTLINX LIMITED**

Sairam Gandikota

Company Secretary & Compliance Officer

M No: ACS41606

Date: 06th March, 2023

Place: Hyderabad

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time setting out the material facts and reasons for the resolutions in respect of the business set out above is annexed hereto.
2. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.nettlinx.com, websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.com respectively, and on Venture Capital and Corporate Investments Pvt. Ltd at <https://www.vccipl.com/>.
3. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 03rd March, 2023 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and the relevant circulars issued by Ministry of Corporate Affairs, Government of India.
4. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 14B, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot Notice.
5. The Portal for E-voting will remain open for the Members for exercising their voting from 09:00 A.M. on Friday, 10th March, 2023 and up to 05:00 P.M. on Saturday, 08th April, 2023 India Standard Time (IST) both days inclusive. Please note that E-voting module will be disabled for voting by Central Depository Services (India) Limited (CDSL) after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on 03rd March, 2023 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
6. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. 08th day of April, 2023.

7. In line with the MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 03rd March, 2023 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Venture Capital and Corporate Investments Pvt. Ltd. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date.
8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. The Board of Directors has appointed Mr. Upender Reddy Sama, Partner of M/s. VCSR & Associates (M No ACS : 17738 and CP No: 6877), as Scrutinizer for scrutinizing the E-voting process and in a fair and transparent manner and Scrutinizer's decision on the validity of the E-voting will be final.
10. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairperson or Managing Director of the Company, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced by the Managing Director on or before 10th day of April, 2023. The results of the Postal Ballot will be posted on the Company's website: www.nettlinx.com and will also be communicated to the Stock Exchanges where the Company's shares are listed.
11. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's Website: www.Nettlinx.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. 08th day of April, 2023.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and result will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is providing facility for voting by E-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') and have made necessary arrangements with RTA to facilitate E-voting.

In line with MCA Circulars voting can be done only by E-voting. The Members are advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to E-voting is as follows.

14. Voting through Electronic Means (Remote E-voting):

(A) The instructions for shareholders for Remote e-voting are as under:

(i) The remote e-voting facility will be available during the following period:

Commencement of e-voting:

From 9:00 a.m. (IST) on Friday, 10th March, 2023.

End of e-voting:

Up to 5:00 p.m. (IST) on Saturday, 08th April, 2023.

During this period, the shareholders of the Company holding shares whether in physical form or in dematerialized form as on the Cut-off date i.e. Friday, 03rd March, 2023 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" Tab.

(iv) 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 OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Login Myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

Type of shareholders	Login Method
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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v).

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

(ix) Shareholders 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 also to be 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.

(x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Nettlinx Limited on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If you as a Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
I 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 Corporates and custodians respectively.

I A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

I 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.

I 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.

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

(B) The Process for those shareholders whose email addresses are not registered with the Company/Depositories, for obtaining Postal Ballot Notice and login credentials for Remote E-voting:

1. For Physical Shareholders: -

Please send a request letter mentioning therein Name of Shareholder, Folio No., Mobile No. and Email ID along with self-attested copy of PAN Card by email to Company's RTA at info@vccilindia.com and also to the Company at cs@nettlinx.org, secretarial@nettlinx.org

2. For Demat Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company's RTA at info@vccilindia.com also to the Company at cs@nettlinx.org, secretarial@nettlinx.org

In case you have any queries or issues regarding remote 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 or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email at helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS :

Item No 1: To Capitalize Reserves of the Company and to issue Bonus Equity Shares

The equity shares of your Company are listed and actively traded on the BSE and MSEI, considering the growth in the business over the recent years and strong financial positions, the Board in its meeting held on March 06, 2023, with a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares of the Company, considered, approved and recommended issue of bonus shares in the proportion of 1 (one) new fully paid-up equity share of the Company of ₹ 10/- each for every 1 (One) existing fully paid -up equity shares of the Company of ₹ 10/- each held by the Members on the Record Date (to be determined) by capitalizing a part of free reserves and/or or such other account as may be considered necessary by Board of Directors of the Company.

As on March 31, 2022, the free reserves, Capital Reserve, retained earnings and securities premium account is ₹23,28,52,760/-. Since, Securities Premium and/or Free Reserves and/or Capital Reserves and/or Retained Earnings required for implementing the bonus issue is Rs. 12,08,83,120/-, the issue of bonus shares need to be considered.

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The issue of bonus equity shares by way of capitalization of the sums standing to the credit of securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 63 of the Companies Act, 2013, Articles of Association of the Company, regulations issued by Securities & Exchange Board of India (SEBI) and other applicable statutory and regulatory approvals.

Further, it is proposed to authorize severally Dr. Manohar Loka Reddy (Holding DIN: 00140229) Managing Director of the Company and/or Mr. Venkateswara Rao Narepalem (Holding DIN: 01116904), Director cum CFO of the Company and/or Mr. Sairam Gandikota, Company Secretary & Compliance Officer of the company to complete all the regulatory formalities as prescribed by MCA, ROC, SEBI, Stock Exchanges on which the Company's shares are listed i.e. BSE and MSEI and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice except to the extent of their shareholding.

Accordingly, the Board recommends the resolution No.1 to be passed as Special Resolution by the members of the company, on the terms and conditions set out in the resolution.

Registered Office:

NETTLINX LIMITED

CIN: L67120TG1994PLC016930

5-9-22, Flat No.303, 3rd Floor,

My Home Sarovar Plaza, Secretariat,

Saifabad, Hyderabad,

Telangana 500063 India.

Email: secretarial@nettlinx.org

Tel: 040-4546 7777 Fax: 040-4546 7788

**By Order of the Board of Directors of
For NETTLINX LIMITED**

Sairam Gandikota

Company Secretary & Compliance Officer

M No: ACS 41606

Date: 06th March, 2023

Place: Hyderabad



This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

BOOK-POST

TO

If Undelivered please return to :

NETTLINX LIMITED

5-9-22, Flat No. 303
3rd Floor, My Home Sarovar Plaza,
Secretariat Road, Saifabad,
Hyderabad, Telangana - 500 063.
Ph : 91-040-23232200/23231621
Fax : 23231610 E-mail : secretarial@nettlinx.org
Website : www.nettlinx.com