



NETTLINX

# POSTAL BALLOT NOTICE



**NETTLINX LIMITED**

Your Power to Connect



## NETTLINX LIMITED

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

REMOTE-E-VOTING	
Commencement date:	09:00 A.M. on Friday, 30 <sup>th</sup> May, 2025
End date:	05:00 P.M. on Saturday, 28 <sup>th</sup> June, 2025

### 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 Act, 2013, as amended (the "Act"), if any, read with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the following special business set out below are proposed to be passed the Members of Nettlinx Limited (the "Company"), (as on the Cut-off Date), through postal ballot (the "Postal Ballot") by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

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 as on Friday May 23, 2025 ("Cut-off date"). If your e-mail address is not registered with the Company/ Depositories, please register the same with respective Depository/ RTA/ Company.

Members may note that the Notice of Postal Ballot is uploaded on the Company's website [www.nettlinx.com](http://www.nettlinx.com) and will also be available on the website of the Stock Exchanges i.e. BSE Limited ("BSE") [www.bseindia.com](http://www.bseindia.com) and Metropolitan Stock Exchange of India Limited [www.msei.com](http://www.msei.com), and on Venture Capital and Corporate Investments Pvt. Ltd at [https://www.vccipl.com/](http://https://www.vccipl.com/) respectively and on the website of National Securities Depository Limited ("NSDL") at [www.cdslindia.com](http://www.cdslindia.com) and may be accessed by the members. The Postal Ballot Notice would be sent through email to those shareholders who have registered their email ids with the Company / RTA / Depositories. Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has made necessary arrangements with CSDL.

Pursuant to Rule 22 (5) of the Rules, the Board of Directors of your Company, has appointed Mr. Veeranjanyulu Chirumamila, Partner of M/s. VCSR & Associates (FCS: 6121 and CP No: 6392) 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 there under 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](http://www.evotingindia.com) from 09:00 A.M. on Friday, 30<sup>th</sup> May, 2025 and up to 05:00 P.M. on Saturday, 28<sup>th</sup> June, 2025. E-voting module will be blocked by CDSL 05:00 P.M. on Saturday, 28<sup>th</sup> June, 2025 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 Managing Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before 30<sup>th</sup> day of June, 2025. The said result along with the Scrutinizer's Report will be displayed on the Company's website [www.nettlinx.com](http://www.nettlinx.com) and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

The Resolution, if approved by requisite majority, will be taken as passed effectively on the last date of e-voting i.e., Saturday, 28<sup>th</sup> June, 2025.

### **SPECIAL BUSINESS:**

#### **ITEM 1: TO APPROVE SALE OF SHARES OF SRI VENKATESWARA GREEN POWER PROJECTS LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY.**

**To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 180(1)(a), Section 110 read with the Companies (Management and Administration) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, the Rules there under (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the provisions of the Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and further subject to the necessary approvals, consents, permissions and sanctions, if any, of any relevant statutory, regulatory or government authorities, Company’s lenders (if any), and/or other institutions or bodies and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company, the consent, approval and authority of the members of the Company be and is hereby granted for sale, transfer, convey, assign or otherwise dispose off, the whole of the Company’s investment of 1,29,99,923 (One Crore Twenty Nine Lakhs Ninety Nine Thousand Nine Hundred and Twenty Three) equity shares (Including 405000 equity shares held by wholly owned subsidiary of the company Nettlinx Realty Private Limited) with on such terms and conditions as the Board of Director may, in its absolute discretion, deem fit and appropriate in the best interests of the Company, without any further reference to or approval of the shareholders in this regard.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Companies Act, 2013, Mr. Rohith Loka Reddy(Holding DIN:06464331), Managing Director of the Company is here by authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; to negotiate and finalize the Share Purchase Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications

and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**ITEM NO.2: APPOINTMENT OF MR. AMARENDER REDDY BANDARU (HOLDING DIN: 01750325) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

**To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Amarender Reddy Bandaru (Holding DIN: 01750325), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 10 May, 2025, and who meets the criteria of independence under Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 10.05.2025 to 09.05.2030 (both days inclusive).

**“RESOLVED FURTHER THAT** Mr. Rohith Loka Reddy (Holding DIN: 06464331), Managing Director of the Company be and is hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**“RESOLVED FURTHER THAT** any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**ITEM NO.3: APPOINTMENT OF MR. ROHITH LOKA REDDY (HOLDING DIN: 06464331) AS AN MANAGING DIRECTOR:**

**To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Rohith Loka Reddy (Holding DIN: 06464331), be and is hereby appointed as the Managing Director of the Company for a period of 5 years commencing from 10.05.2025 to 09.05.2030 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites, incentives and other benefits as detailed below for each financial year computed in the manner prescribed under the Act:

Terms & Conditions:

1. Period of Appointment: 5 Years with effect from 10.05.2025.

2. Remuneration: In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid the following remuneration:

- (i) Salary at the rate of Rs.18, 00,000 P.A. (Rupees Eighteen Lakhs only) per Annum w.e.f. 10.05.2025, which may be reviewed by the Board.
- (ii) The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- (iii) The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
- (iv) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- (v) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- (vi) Commission: Nil
- (vii) Remuneration in the event of loss etc.

**“RESOLVED FURTHER THAT** Mr. Rohith Loka Reddy (Holding DIN:06464331), Managing Director of the Company be and is hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**“RESOLVED FURTHER THAT** any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**Registered Office:**

NETTLINX LIMITED  
CIN: L67120TG1994PLC016930  
5-9-22, Flat No.303, 3rd Floor,  
My Home Sarovar Plaza,  
Secretariat, Saifabad, Hyderabad,  
Telangana 500063 India.  
[Website: www.nettlinx.com](http://www.nettlinx.com)  
Email: secretarial@nettlinx.org  
Tel: 040-23232200/23231621.

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

**Sd/-**

**Rohith Loka Reddy**  
Managing Director  
DIN: 06464331

Date: 27<sup>th</sup> May, 2025,  
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](http://www.nettlinx.com), websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.com](http://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 Friday May 23, 2025 in accordance with the provisions of the Companies Act 2013 read with Rules made there under 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, 30<sup>th</sup> May, 2025 and up to 05:00 P.M. on Saturday, 28<sup>th</sup> June, 2025 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 Demat erialised form, as on Friday May 23, 2025 ('**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 approved by requisite majority, will be taken as passed effectively on the last date of e-voting i.e., Saturday, 28<sup>th</sup> June, 2025.
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. Friday May 23, 2025 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. Veeranjanyulu Chirumamila, Partner of M/s. VCSR & Associates (FCS: 6121 and CP No: 6392), 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 30<sup>th</sup> day of June, 2025. The results of the Postal Ballot will be posted on the Company's website: [www.nettlinx.com](http://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](http://www.Nettlinx.com) to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. Saturday, 28<sup>th</sup> June, 2025.
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 there under, 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, 30<sup>th</sup> May, 2025.  
End of e-voting: Up to 5:00 p.m. (IST) on Saturday, 28<sup>th</sup> June, 2025.  
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 May 23,

2025 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](http://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](http://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:

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:

1 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 Corporates and custodians respectively.

1 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).

1 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.

1 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.

1 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:info@vccilindia.com) and also to the Company at [cs@nettlinx.org](mailto:cs@nettlinx.org), [secretarial@nettlinx.org](mailto:secretarial@nettlinx.org)

2. For Demat Share holders:-

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](mailto:info@vccilindia.com) also to the Company at [cs@nettlinx.org](mailto:cs@nettlinx.org), [secretarial@nettlinx.org](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

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

### **ITEM NO. 1: TO APPROVE SALE OF SHARES OF SRI VENKATESWARA GREEN POWER PROJECTS LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY:**

Nettlinx Limited holds 12999923 (One Crore Twenty Nine Lakhs Forty Ninety Nine Thousand Nine Hundred and Twenty Three) equity shares (Including 405000 equity shares held by wholly owned subsidiary of the company Nettlinx Realty Private Limited), Material Subsidiary of the Company constituting 57.78% (approx.) of the Equity Share capital of Sri Venkateswara Green Power Projects Limited.

IRA Home LLP, Kovvuri Venkateshwara Reddy, Satya Venkata Naga Leela Kumari Tukivakala, Kovvuri Rahul Reddy and K V Priyatham Reddy (either by themselves and/or through their affiliates) had expressed their interest to acquire the stake held by the Nettlinx Limited in the Sri Venkateswara Green Power Projects Limited by themselves and/or through their affiliates. The Board of Directors of the Company after strategically evaluating the offer proposed by the abovementioned buyers has proposed to divest the investment in Sri Venkateswara Green Power Projects Limited to secure the best interests of the Company and its stakeholders.

The overall consideration amount has been determined at INR 8,39,79,503 (Indian Rupees Eight Crores Thirty Nine Thousand Only) for sale/disposal of 12999923 (One Crore Twenty Nine Lakhs Forty Ninety Nine Thousand Nine Hundred and Twenty Three) equity shares (Including 405000 equity shares held by wholly owned subsidiary of the company Nettlinx Realty Private Limited). Further, the Company shall receive a consideration of INR 8,39,79,503 (Indian Rupees Eight Crores Thirty Nine Thousand Only) for transfer of 12999923 (One Crore Twenty Nine Lakhs Forty Ninety Nine Thousand Nine Hundred and Twenty Three) equity shares (Including 405000 equity shares held by wholly owned subsidiary of the company Nettlinx Realty Private Limited) to IRA Homes LLP, Kovvuri Venkateshwara Reddy, Satya Venkata Naga Leela Kumari Tukivakala, Kovvuri Rahul Reddy and K V Priyatham Reddy (either by themselves and/or through their affiliates).

In order to arrive at this overall consideration amount, the Company has obtained and relied upon the Valuation Report dated 27<sup>th</sup> day of May, 2025 prepared and issued by an Independent Registered Valuer, which has been approved by the Audit Committee and the Board of the Company on May 27, 2025.

The sale proceeds resulting out of this transaction will be significantly beneficial and will enable the Company to: a) the divestment is expected to improve the Company's Balance Sheet have adequate liquidity for robust growth in operations. b) Strengthening the balance sheet and enhance shareholder value.

In view of the same, the Board of Directors subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such other approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, convey, assign or otherwise dispose off, the whole or part of the Company's investment in equity shares of its Material Subsidiary company Sri Venkateswara Green Power Projects Limited to IRA Home LLP, Kovvuri Venkateshwara Reddy, Satya Venkata Naga Leela Kumari Tukivakala, Kovvuri Rahul Reddy and K V Priyatham Reddy (either by themselves and/or through their affiliates), the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, deeds, sale deed, agreement for sale and such other deeds documents and writings, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

Members of the Company are further requested to note that Section 180 (1) (a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

An Undertaking for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Substantially the whole of the undertaking for the purposes of Section 180(1) is in any financial year, shall mean twenty percent or more of the value of the undertaking as per the audited Financial Statements of the preceding financial year. Given the said investment in the equity shares of Sri Venkateswara Green Power Projects Limited exceeds the thresholds specified herein, the disinvestment requires approval of the members by a special resolution under Section 180(1)(a) of the Act. The approval of the members of the Company is accordingly being sought for the proposed transaction by way of a special resolution.

As per Regulation 24(5) of SEBI (LODR) Regulations, 2015, a Material Subsidiary means whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

The Board is of the opinion that the aforementioned proposal is in the best interest of the Company and hence, the Board recommends passing of the special resolution for the approval of the members of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution proposed in Item No. 1.

**ITEM NO. 2: APPOINTMENT OF MR. AMARENDER REDDY BANDARU (DIN: 01750325) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

Pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV of the Companies Act, 2013 ("the Act") and based on the recommendation of the nomination and remuneration committee, the board of directors at its meeting held on 10<sup>th</sup> May, 2025 had approved the appointment of Mr. Amarender Reddy Bandaru (DIN: 01750325) as an additional director of the Company effective 10<sup>th</sup> May, 2025. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. Mr. Amarender Reddy Bandaru has given a declaration to the board that he meets the criteria of independence as provided under Section 149 of the Act as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Amarender Reddy Bandaru fulfills the conditions specified in the Act and rules made there under for appointment as an independent director (ID). Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term up to five consecutive years on the board of a Company and shall not be liable to retire by rotation. The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. Amarender Reddy Bandaru as director of the Company.

Accordingly, the board recommends the appointment of Mr. Amarender Reddy Bandaru as an independent director for a term of five consecutive years commencing from 10.05.2025 to 09.05.2030 (both days inclusive). In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, the appointment of Mr. Amarender Reddy Bandaru is being placed before the members for their approval. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day from the date of circulation of this Notice until the last date of remote e-voting.

Except Mr. Amarender Reddy Bandaru, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set forth in item no.2 of the notice.

Accordingly, the Board recommends the resolution No.2 to be passed as Special Resolution by the members of the company, on the terms and conditions set out in the resolution.

**ITEM NO.3: APPOINTMENT OF MR. ROHITH LOKA REDDY (HOLDING DIN: 06464331) AS AN MANAGING DIRECTOR:**

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the nomination and remuneration committee, the board of directors at its meeting held on 10.05.2025 had approved the appointment of Mr. Rohith Loka Reddy (Holding DIN: 06464331) as the Managing Director of the Company for a period of five years commencing from 10.05.2025 and ending on 09.05.2030 (both days inclusive). As per Section 203 of the Act, Managing Director is a key managerial personnel of the Company.

Mr. Rohith Loka Reddy, a distinguished professional with a dynamic career in finance. Rohith began his journey at the prestigious Manulife Global Strategic Income team, where he played a pivotal role in managing an impressive \$20 billion USD portfolio.

In 2014, after earning his degree from the Indian School of Business, he ran multiple regulated Financial Services Firms.

More recently, Rohith has made his mark in the field of distressed investing. In addition to these achievements, he served as a Director in the Association of National Exchanges Members of India (ANMI), contributing to the broader financial community. His expertise is further solidified by his qualifications as both a CFA charter holder and a Financial Risk Manager (FRM).

Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this explanatory statement. The board recommends the appointment of Mr. Rohith Loka Reddy as the Managing Director for a term of five years and the same is being placed before the members for their approval. The nomination and remuneration committee and the board of directors of the Company are of the opinion that Mr. Rohith Loka Reddy is fit and proper person to hold the said office and his rich experience in the financial services industry will benefit the Company.

Except Mr. Rohith Loka Reddy, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set forth in item no.3 of the notice.

Accordingly, the Board recommends the resolution No.3 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.  
[Website: www.nettlinx.com](http://www.nettlinx.com)  
Email: [secretarial@nettlinx.org](mailto:secretarial@nettlinx.org)  
Tel: 040-23232200/23231621.

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

**Sd/-**

**Rohith Loka Reddy**  
Managing Director  
DIN: 06464331

Date: 27<sup>th</sup> May, 2025,  
Place: Hyderabad

**Disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

Sl No	Particulars	Amarender Reddy Bandaru	Rohith Loka Reddy																		
1.	DIN	01750325	06464331																		
2.	Date of Birth	08/01/1975	06/05/1988																		
3.	Date of Appointment (Initial appointment)	10 <sup>th</sup> day of May, 2025 - Appointed as an additional director in the capacity of independent director	10 <sup>th</sup> day of May, 2025 - Appointed as an additional director in the capacity of managing director																		
4.	Qualification	B Com graduate from Avanathi College	Post graduate in Management from the Indian School of Business. Bachelor of Science, economics, finance from the Bentley University, waltham.																		
5.	Profile / Expertise / skills in specific functional areas	With his role as the Managing Director at BBR Infra, a firm specializing in Civil Engineering and Contracting, Mr Bandaru has garnered 20 years of experience. His expertise is in executing civil and mechanical works for major irrigation projects, railways, and electricity boards in the governments of Telangana, Andhra Pradesh, and other states in India. His skills extend to proficient account handling and a keen interest in agricultural projects, demonstrating a versatile and dedicated approach to his professional endeavors.	As mentioned in explanatory statement to the notice.																		
6.	Number of meetings of the board attended during the year	One	One																		
7.	Directorships in other companies	<table><tr><th>Sl No</th><th>Name of the company</th></tr><tr><td>1.</td><td>Anirudh Agro Farms Limited</td></tr><tr><td>2.</td><td>Anirudh Institute Of Medical Sciences Private Limited</td></tr><tr><td>3.</td><td>BBR Infrastructure Private Limited</td></tr><tr><td>4.</td><td>Anirudh Constructions Private Limited</td></tr><tr><td>5.</td><td>Arcat Finance Limited</td></tr><tr><td>6.</td><td>Anirudh Estates Limited</td></tr><tr><td>7.</td><td>Anirudh Industrial And Residential Park Private Limited</td></tr><tr><td>8.</td><td>Prasn Enterprises Private Limited</td></tr></table>	Sl No	Name of the company	1.	Anirudh Agro Farms Limited	2.	Anirudh Institute Of Medical Sciences Private Limited	3.	BBR Infrastructure Private Limited	4.	Anirudh Constructions Private Limited	5.	Arcat Finance Limited	6.	Anirudh Estates Limited	7.	Anirudh Industrial And Residential Park Private Limited	8.	Prasn Enterprises Private Limited	1. Mtar Technologies Limited 2. Sai Roshni Capital Private Limited
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8.	Prasn Enterprises Private Limited																				

		9.	Nettlinx Technologies Private Limited	
		10.	Nettlinx Realty private Limited	
8.	Memberships in board committees of other companies (includes membership details of all committees)	Nil		Nil
9.	Listed entities from which the director has resigned from directorship in the past three years	Nil		Nil
10.	Number of shares held in the Company	Nil		13,20,000
11.	Inter-se relationship with any other directors or KMP of the Company	Nil		He is not related to any of the Directors/Key Managerial Personnel of the Company except Dr. Manohar Loka Reddy, Managing Directors who resigned from Directorship with effect from 10.05.2025. He is also a promoter of the company.
12.	Terms & conditions of appointment	As set out in the resolution.		As set out in the resolution.
13.	Details of remuneration sought to be paid	Sitting fees for attending the meetings of the board of directors and committees thereof.		As set out in the resolution.
14.	Details of remuneration last drawn	Nil		Nil

**Registered Office:**

NETTLINX LIMITED  
CIN: L67120TG1994PLC016930  
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Email: secretarial@nettlinx.org  
Tel: 040-23232200/23231621.

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

Sd/-  
**Rohith Loka Reddy**  
Managing Director  
DIN: 06464331

Date: 27<sup>th</sup> May, 2025,  
Place: Hyderabad