

Date: 05.09.2017

<p>To The Listing Manager, Listing Department, The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.</p>	<p>To The Listing Manager, Listing Department, The Metropolitan Stock Exchange of India Limited, 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</p>
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Sub: Intimation of Day, Date, Time, Venue, Book Closure and E-voting Dates of 24th Annual General Meeting Pursuant to Regulation 42 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Dear Sir/Madam,

This is to inform you that the 24th Annual General Meeting of the company will be held on Wednesday, the 27th September, 2017 at 10.30 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, Telangana- 500063, India

Pursuant to the provisions of Section 101 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, please note that the Company has issued Notice convening the 24th Annual General Meeting (AGM) of the members of the Company containing the ordinary and Special businesses to be transacted thereat and a copy of the said Notice is appended hereto.

Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and share Transfer Books of the company will remain closed from Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of 24th AGM of the company.

The cut-off date for ascertaining the list of Shareholders to whom the notice of 24th AGM to be sent has been fixed as 25th August, 2017.



Pursuant to the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 The e-voting period commences on Saturday, September 23, 2017 (9.00 a.m. IST) and ends on Tuesday, September 26, 2017 (5.00 p.m. IST) both days inclusive. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 20, 2017 i.e. cut-off date, may cast their vote electronically.

Please take the same on record and acknowledge.

Thanking you,

Yours Sincerely,

For Nettlinx Limited



Sai Ram Gandikota
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Company M/s. Nettlinx Limited will be held on Wednesday, the 27th September, 2017 at 10.30 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, Telangana-500063 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 along the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of Director:

To appoint a Director in place of Ms. Radhika Kundur (holding DIN: 07135444) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers herself for reappointment.

Item No. 3 – Appointment of Director:

To appoint a Director in place of Mr. Rohith Loka Reddy (holding DIN: 06464331) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for reappointment.

Item No.4 –Appointment of Auditors:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of members of the company be and is hereby accorded to appoint M/s. C.Ramachandram & Co, Chartered Accountants (Firm Registration No. 002864S) allotted by The Institute of Chartered Accountants of India (ICAI) as the Statutory Auditors of the Company who shall hold office from the conclusion of this 24th Annual General Meeting for term of consecutive five years till conclusion of the 29th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General

Meeting) in place of the retiring Auditors M/s. Deva & Co. Chartered Accountants, having registration No.000722S allotted by ICAI who were appointed for three years in Twenty-First Annual General Meeting to hold the office till the conclusion of Twenty-Fourth Annual General Meeting, and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

5. Regularization of Additional Director, Mr. Joy Abraham (Din: 01993517) as Non-executive Director:

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

“**RESOLVED THAT** pursuant to 160 & 161 of the Companies Act ,2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Joy Abraham (DIN: 01993517) who was appointed as an Additional Director in the meeting of the Board of Directors held on 29th Septemebr, 2016 and whose term expires at the ensuring Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company who is liable to retire by Rotation.”

6. Appointment of Dr. Erwin Leopold Dieck (DIN: 07614028) as an independent director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Dr. Erwin Leopold Dieck (DIN: 07614028), who was appointed as an Additional Director of the Company with effect from

29th September, 2016 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 29th September, 2016."

7. Reappointment and Fixing of Remuneration Of Mr. Chandra Sekhar Pogula (Din: 00007536) As Whole Time Director Cum CEO of the Company:

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the reappointment of Mr. Chandra Sekhar Pogula (DIN: 00007536), as the Whole-time Director cum CEO of the Company for a period of Five years from 09.11.2016 to 08.11.2021 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Chandra Sekhar Pogula (DIN: 00007536) in the best interests of the Company and as may be permissible at law:

- (i) Salary at the rate of ₹.36,00,000 P.A. (Rupees Thirty Six Lakhs only) per Annum w.e.f. 09.11.2016, which may be reviewed by the Board.
- (ii) The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
- (iii) The Whole Time 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.
- (iv) Personal accident insurance Policy For self @ ₹.10,00,000 P.A.

- (v) The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
- (vi) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- (vii) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- (viii) Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- (ix) Commission: Nil
- (x) Remuneration in the event of loss etc.
- (xi) Notwithstanding anything contained herein, in the event of any loss, Absence or inadequacy of profit in any financial year, during the terms of office of the Whole Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

"**RESOLVED FURTHER THAT** the minimum remuneration in the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, perquisites and other allowances shall be as specified above subject to necessary approvals."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

8. Approval of the limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers)

Rules, 2014 as amended from time to time, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 45,00,00,000 (Indian Rupees Forty Five Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of

the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By order of the Board of Directors
For Nettlinx Limited

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

Date : 08.08.2017
Place: Hyderabad

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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No.5 to 7 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) 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 AGM. 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. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of payment of payment of dividend, if any, for the financial year ended 31st March, 2017 and the Annual General Meeting (AGM).
8. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested to send their questions in writing to the Company so as to reach the company at least 7 (seven) days in advance before the date of the Annual General Meeting, specifying the points.
9. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Pvt. Ltd. Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana.
 - (a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - (b) Changes, if any, in their address at an early date.
 - (c) Application for consolidation of folios, if shareholdings are under multiple folios.
 - (d) Despatch of share certificates for consolidation.
 - (e) Request for nomination forms for making nominations as per the provisions of the Companies Act.
10. Members are requested to quote ledger folio numbers in all their correspondences.
11. 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.
12. 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.

13. 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.
14. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of ₹.1,00,000 (Rupees One Lakh).
15. 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 Venture Capital and Corporate Investments Pvt. Ltd. Regd. Off: 12-10-167, Bharat Nagar, Hyderabad – 500 018, Telangana, India.

The Notice of the AGM along with the Annual Report 2016-17 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 and the Annual Report 2016-17 will also be available on the Company's website viz. 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: secretarial@nettlinx.org info@vccipl.com

16. 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.
17. 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.
18. The route map showing directions to reach the venue of the Twenty-Fourth AGM is annexed.
19. **Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by

electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, September 23, 2017 (9.00 a.m. IST) and ends on Tuesday, September 26, 2017 (5.00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, September 20, 2017 i.e. cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "nettlinx e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination

thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Nettlinx".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to chveeru@gmail.com with a copy marked to evoting@nsdl.co.in.
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 20, 2017.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, September 20, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer at secretarial@nettlinx.org or RTS at info@vccipl.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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 AGM through poll paper.
- XII. Mr. Ch. Veeranjanyulu, Partner of M/s. VCSR & Associates, Practicing Company Secretaries (Membership No. FCS 6121) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nettlinx.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and MSEI Limited.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours 10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Annual General Meeting of the Company.

Explanatory Statement

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

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

ITEM NO. 4:

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

This explanatory statement is provided though strictly not required as per Section 102 of the Act. M/s. Deva & Co, Chartered Accountants (Firm Registration No. 000722S) were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting ("AGM") of the Company held on 29th September, 2014 to hold office from the conclusion of the 21st AGM until the conclusion of the 24th AGM of the Company. In terms of the provisions of Section 139(1) of the Act, M/s. Deva & Co. Chartered Accountants, having registration No.000722S allotted by The Institute of Chartered

Accountants of India (ICAI) retires as Auditor of your Company and therefore they are not eligible for re-appointment as their tenure is expired as per the provisions of Companies Act, 2013.

Pursuant to the recommendations of the Audit Committee of the Board of Directors, the Company hereby appoints M/s. C.Ramachandram & Co, Chartered Accountants (Firm Registration No. 002864S) allotted by The Institute of Chartered Accountants of India (ICAI) who have expressed their eligibility for the appointment, to hold the office of Statutory auditor of the company who shall hold office from the conclusion of this 24th Annual General Meeting for term of consecutive five years till conclusion of the 29th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) to examine and audit the accounts of the Company.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

ITEM NO. 5:

Mr.Abraham Joy is a management graduate from International Business School (IBS), Lippstadt, Germany, Mr Joy worked in various capacities in several major Corporations. Driving business strategies and gamut of Operations.

Mr Joy is the Director in Trans Global FZC, UAE and ETC Investments & Consulting Private Limited, Hyderabad.

He was also Managing Director at ETC Gmbh, Germany. He also worked for Expo 2000, Hannover and Warner Bros. in his earlier carrier.

Mr. Abraham Joy (DIN: 01993517) who was appointed as an Additional Director of the Company, categorized as Non-Executive Non-Independent, by the Board of Directors with effect from 29th September, 2016, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Joy Abraham (DIN: 01993517) for the office of Non-Executive Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Joy Abraham to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Abraham Joy, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Except Mr. Abraham Joy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

ITEM NO.6:

Dr. E. Leopold Dieck Widely recognised for his pivotal role in development of the Postal Automation Business in Germany from an annual volume of 30 million DM to more than 1 billion DM, Dr. Dieck is known to be the best innovator with 25 patents and 20 scientific publications to his credit.

Dr. Leopold Dieck, who served in the German Air Force and has 3500 hours of flying experience, studied Physics at the Rhenisch- Westfälische Technische Hochschule in Aachen, Germany. He was associated with several businesses where he pursued research in various positions contributing to numerous breakthrough advances in nuclear reactor and fuel related segments.

A consulting professor at the Dong Hua University, Shanghai, Dr. Dieck serves on the boards of multiple global enterprises which seek his expertise in innovation and to expand into unheralded sectors of business.

Dr. Dieck was Managing Partner at ELD Industrie Holding KG, Ravensburg, German; and was a Member of the Executive Board and Head of Sales and Marketing at Schleicher & Co. International AG. He

served as Chairman of the Supervisory Board of Brodogradiliste (Shipyard) Punat AG, Sun Lit Waterproof Insulation Engineering Co. Ltd, and Pfister International AG.

A Member of the Supervisory Board of Dalian Hongfeng Roto Office Equipment Co. Ltd., Dalian, China, Dr. Leopold Dieck was a Member of the Supervisory Board of Marina Punat AG and Aktiv Bau AG.

Dr. Erwin Leopold Dieck (DIN: 07614028) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors on 29th September, 2016, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Dr. Erwin Leopold Dieck (DIN: 07614028) for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Dr. Erwin Leopold Dieck (DIN: 07614028) to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Dr. Erwin Leopold Dieck (DIN: 07614028), fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Dr. Erwin Leopold Dieck (DIN: 07614028), is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in item No. 6 of the notice for approval of the members.

Except Dr. Erwin Leopold Dieck and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial

Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

Item No.7:

Reappointment and Fixing of Remuneration of Mr. Chandra Sekhar Pogula (Din: 00007536) as Whole Time Director Cum CEO of the Company:

Pursuant to the Recommendations of Nomination and Remuneration Committee, The Board of Directors at its meeting held on 09th November, 2016 approved the re-appointment of Mr. Chandra Sekhar Pogula as Whole Time Director Cum CEO of the company, for a further period of 5 years on the Board of the Company with effect from 09th November, 2016, subject to the shareholder's approval. Further, Mr. Chandra Sekhar Pogula was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Chandra Sekhar Pogula, the payment of salary, perquisites and other allowances shall be as specified above subject to necessary approvals.

The Board has accepted the recommendations of the Nomination and Remuneration Committee and has approved the remuneration as mentioned above for the approval of the members in accordance with the Provisions of Sections 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The agreements proposed to be entered into with Mr.Chandra Sekhar Pogula for his re-appointment as Whole Time Director cum CEO of the company are available for inspection at the Registered Office of the Company during business hours on all working days (Monday to Friday), except public holidays, up to the date of the AGM.

The Board believes that the Company will benefit from his professional expertise and rich experience.

Thus, approval of members by way of ordinary Resolution is sought, pursuant to the provisions of Section 197 and Schedule V, of the Companies Act, 2013, were in respect of inadequacy of profits, the company may pay with approval of members, remuneration not exceeding ₹.36,00,000 (Rupees Thirty Six Lakhs) per annum as per Table A of Section II of Part II of Schedule V under the Companies Act, 2013. The Board recommends the resolution at item

NETTLINX LIMITED

no. 7 to the members for their approval.

Except Mr. Chandra Sekhar Pogula and his relatives, to the extent of his shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

8. Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to

be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the 24th Annual General Meeting for an amount not exceeding INR 45,00,00,000 (Indian Rupees Forty Five Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board of Directors
For Nettlinx Limited

Sd/-

Dr. Manohar Loka Reddy
Chairman
DIN: 00140229

Date : 08.08.2017
Place: Hyderabad

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Appointment/Re-appointment of Directors are given below:

Name of the Director	Ms.Radhika Kundur	Mr.Rohith Loka Reddy	Abraham Joy	Dr.Erwin Leopold Dieck	Mr.Chandra Sekhar pogula
Category	Non-Executive Women Director	Managing Director	Non-Executive Director	Non-Executive Independent Director	Whole Time Director Cum CEO
DIN, Date of Birth and Age	07135444 20/03/1979 & 38 years	06464331 06/05/1988 & 29 Years	01993517 02/06/1975 & 42 Years	07614028 24/07/1940 & 77 Years	00007536 20/05/1964 & 53 Years
Qualification	B.Sc & PG Diploma In Business Administration from BITE	Post graduate in Management from Indian School of Business and Bachelor of Science, Economics and Finance from Bentley University, Waitham.	Graduate in Business Management from the International Business School, Lippstadi, Germany and West Virginia University, USA .	1.Study of Physics at the Rheinisch-Westfälische Technische Hochschule in Aachen, Germany. 2. Graduation from the Technical University of Aachen as "Diplomphysiker" 3. Graduate from the Technical College in Aachen as "Doctor Engineer".	1. B.Sc degree in Biological Sciences 2. Post Graduate diploma in Sales & Marketing management.
Nature of Expertise/ Experience	Information Technology Professional	Industrialist	Global marketing and Financing	Industrialist	Professional, General Management & Distribution
First Appointment on the Board	25/03/2015	11/08/2016	29/09/2016	29/09/2016	24/10/2009
Terms & Conditions of Appointment/ Re-appointment	Appointed as Woman Director liable to retire by rotation	Appointed As Managing Director	Appointed as a Additional Director & Non-Executive	Appointed as Additional and Non-Executive	Appointed as Whole Time Director Cum CEO Liable to retire by Rotation
Remuneration Details	Not Applicable	Not Applicable	Not Applicable	Not Applicable	As per the details mentioned in the resolution
No. of sharesheld in Nettlinx Limitedas at March 31, 2017	Nil	Nil	Nil	Nil	115000
Relationship withother Directors/ Manager/KMP	Not Applicable	Son of Dr.Manohar Loka Reddy, Promoter&Chairman of the company	Not Applicable	Not Applicable	Not Applicable

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No. of Boardmeeting attended out of 6 meetings held during the year	2	5(Out of 5)	1(Out of 3)	1(Out of 3)	6
Other Directorships	Listed Public Companies	Listed Public Companies	Listed Public Companies	Listed Public Companies	Listed Public Companies
	1.Nettlinx Ltd.	1.Nettlinx Ltd.	1.Nettlinx Ltd.	1. Nettlinx Ltd.	1. Nettlinx limited
	Public Companies:	Public Companies:	Public Companies:	Public Companies:	Public Companies:
	NIL	NIL	NIL	NIL	NIL
	Private Companies:	Private Companies:	Private Companies:	Private Companies:	Private Companies:
	Nil	1. Sai Roshni Capital Private Limited	1. Etc Investments And Consulting Private Limited	Nil	1. Nettlinx Realty Private Limited 2. Nettlinx Aquaculture Private Limited
	Foreign Companies:	Foreign Companies:	Foreign Companies:	Foreign Companies:	Foreign Companies:
	NIL	NIL	1.TRANS GLOBAL FZC, UAE 2. ETC GmbH, Germany	1. President and owner of ELD Industrie Holding KG, Ravensberg, Germany, Directorship's 1.. Brodogradiliste (Shipyard(punat) dd in punat/croatia 2. Dalian Hongfeng Roto Office Equipment Company Limited In Dalian/China 3. DMN technologie GmBH in Sofia/ Bulgaria	NIL
	Section 8 Companies	Section 8 Companies	Section 8 Companies	Section 8 Companies	Section 8 Companies
	NIL	NIL	NIL	NIL	NIL
LLPs:	LLPs:	LLPs:	LLPs:	LLPs:	
NIL	NIL	NIL	NIL	NIL	
Committee Positions	Chairperson: 1. Internal Compliant Committee	NIL	NIL	NIL	Member : 1. Stakeholders Relationship Committee 2. Risk Management Committee 3. Internal Compliant Committee

DISCLOSURES AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

A. NATURE OF INDUSTRY:

M/s. Nettlinx Limited was originally incorporated as a Limited Company under the name and style "Northeast Securities Limited" on 25.01.1994 (Twenty Fifth day of January, One Thousand Nine Hundred and Ninety Four), in the state of Andhra Pradesh, vide Certificate of Incorporation Number 01-16930 of 199-3-94, issued by the Registrar of Companies.

During the Year 1998-1999, Northeast Spinners Limited was amalgamated with Northeast Securities Limited. In the year of 2001, Nettlinx Limited bearing CIN: U72200TG1999PLC030924 was amalgamated with Northeast Securities Limited.

Nettlinx is a leading Internet Service Provider in the ISP & Telecom domain head quartered at Hyderabad, India with distribution reach of Internet Bandwidth across SMEs , SMBs ,SOHOs , Educational Hubs, Electronic Digital Media & Cable Operators , Direct Homes , Hotels & Hospitals.

Nettlinx Limited has a Class B license to operate as an Internet Service Provider (ISP). Nettlinx offers state-of-the-art Managed Network Services to enterprises across Telangana and Andhra Pradesh. Nettlinx operates through a direct presence in 75+ locations. It has proved to be a best ISP in providing fully converged network platform (Data, Voice and Video application support) to clients across Telangana and Andhra Pradesh.

Partnering with National Telcos , like Bharti , Reliance Communications & Sify Corp , Nettlinx operates through a network which is built on world class technology and unparallel infrastructure. The fully redundant, carrier agnostic backbone architecture enables us to deliver high network uptimes and network availability to our customers. Each of the Nettlinx POPs are equipped to provide all the latest WAN protocols.

Nettlinx offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Co-location Services. With a proven record of offering robust network connectivity solutions. With multi-homing, fully redundant, the company has created a reliable network infrastructure which is trusted by customers for supporting various applications. With years of experience and a long list of satisfied customer base, the company is set to surge new

heights emerge as one of the best ISPs in both Telangana State & Andhra Pradesh State.

B. Date of commencement of commercial production – In The Year of 1999.

C. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

D. Financial performance based on given indicators

The details of financial performance of the Company for the financial year 2015-16 and 2016-17 are provided in the Annual Report which accompanies this Notice.

E. Foreign investments or collaborations, if any. – The company has received an foreign investment through allotment of 1795127 convertible share warrants during the Financial year 2016-2017.

II. INFORMATION ABOUT THE APPOINTEE:

A. Background details:

Mr. Chandra Sekhar Pogula, 53, has a B Sc degree in Biological Sciences and Post Graduate diploma in Sales & Marketing management and During his over 32 years tenure at various Companies both in India and overseas , he held a number of senior executive positions including General Manager of Super Max Corporation USA for Americas Caribbean, Director – Sales Marketing for Central Latin America for SuperMax Corporation Mexico, and Regional Manager for Gulf, Middle East Africa for SuperMax Corporation, Dubai, UAE. Additionally he held Marketing positions within Gulf region for FMCG Companies like Bristol, Myers, Squibb at Muscat, Oman Tiffany Foods at Sharjah, UAE. Back home in his early days he had a successful 2 year stint with Glaxo India CPD and Nestle India for over 5 years in Field Sales Operations.

B. Past remuneration:

Rs. 36,00,000/- per annum (Rupees Thirty Six Lakhs only) per annum with effect from 08th August, 2015(Since Two Years).

C. Recognition or awards: Nil

D. Job profile and his suitability:

For the past 11 years plus , heading & handling the entire cross functional Nettlinx team with P & L responsibility and accountability to shareholders & stake holders .Responsible for project management ,sales operations, Accounts & Finance , HR , technical support functions, legal services, internal audit, risk

management, compliance, corporate governance, public policy, regulatory affairs and administrative operations.

Instrumental in taking over a similar Internet Distribution client base and merging for Integration synergies.

Business visits to 49 countries spanning across Gulf Middle East, East Africa, North & South Americas, Caribbean Islands & Far East.

Indepth experience in FMCG Sales, Marketing & General Operations in world renowned Companies like Glaxo, Nestle, Bristol Myers, Tiffany, SuperMax & Nettlinx, across segments like Beverages, Baby Foods, Body Care, Biscuits ,Blades & Bandwidth.

Multiple industry experience in emerging economies. Have managed markets comprising modern trade and traditional distribution across FMCG in different continents, countries, currencies, cultures, conditions, categories, channels, controls, conflicts, challenges, complexities & communities.

Expertise in Exports and opening up markets. Experience in hiring country specific talent & international transactions and he Believes in achieving operational excellence through a model of people driven participative style of management with focus on Objectives and Results.

Has a Global mindset with a blend of MNC professionalism and a flavor of commercially sensible entrepreneurial approach with multitasking ,optimising costs and making more out of less. Aligning the vision, mission and philosophy involving core values of hardwork, honesty, integrity, transparency & ethics with Passion.

Taking this into consideration the Board at its meeting held on 09th November, 2016 appointed Mr. Chandra Sekhar Pogula as the Whole Time Director and Chief Executive Officer of the Company.

E. Remuneration proposed:

Rs. 36,00,000/- per annum (Rupees Thirty Six Lakhs only) per annum.

Date : 08.08.2017
Place: Hyderabad

F. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration is as per Section 197 read with Section 198 and Schedule V of the Companies Act, 2013 and is comparable to the remuneration of MD/ WTD/CEO levels of similar sized Companies.

G. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to Mr. Chandra Sekhar Pogula, he does not have any other pecuniary relationship directly or indirectly with the Company or relationship with any other managerial personnel.

III. OTHER INFORMATION:

A. Reasons of loss or inadequate profits:

Telecom / ISP domain is going through tough competition with mergers and consolidation. Entry of giant telecom player is resulting in lowering of average revenue per user translating into progressively lesser top lines and weaker bottom lines. Nettlinx will manage to grow considering that. It has niche and present in specific segments in two states.

B. Steps taken or proposed to be taken for improvement:

The Company is continuously monitoring the performance of its Operations.

C. Expected increase in productivity and profits in measurable terms:

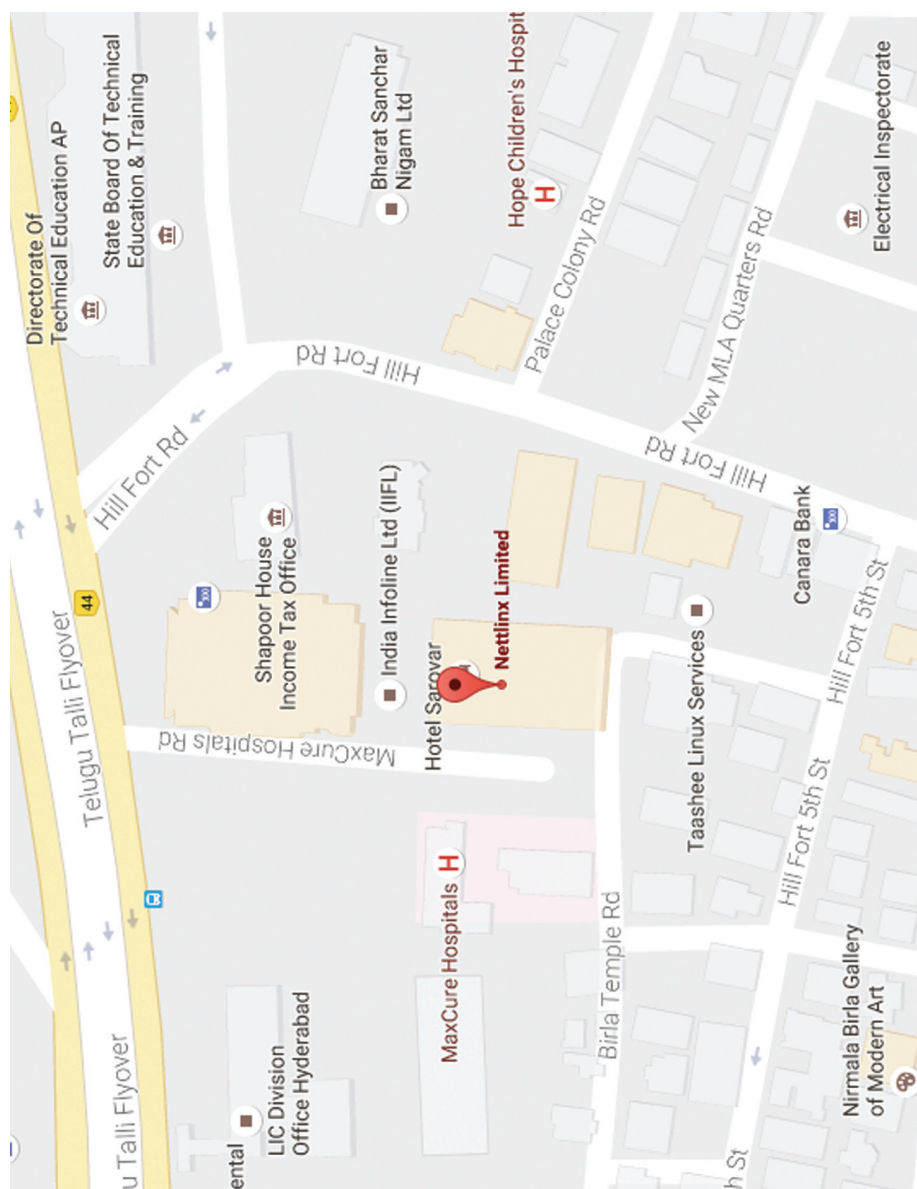
As aforesaid, the steps taken by the Company are expected to improve the Company's performance and profitability in future.

IV. DISCLOSURE:

As required, the information is provided in Directors Report for the financial year 2016-17 under the heading Corporate Governance.

By order of the Board of Directors
For Nettlinx Limited

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



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, 2015]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DPID

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

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

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 24thAnnual General Meeting of the company, to be held on the Wednesday, the 27th September, 2017 at 10.30 AM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar Plaza, Secretariat, Saifabad,Hyderabad, Telangana-500063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March 2017, the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint a Director in place of Ms. Radhika Kundur (holding DIN: 07135444), who retires by rotation and, being eligible, offers herself for re-appointment		
3.	To appoint a Director in place of Mr. Rohith Loka Reddy (holding DIN: 06464331), who retires by rotation and, being eligible, offers himself for re-appointment		
4.	Appointment of C.Ramachandram & Co as Statutory Auditors of the Company		
5.	Regularization of Additional Director, Mr. Joy Abraham (DIN: 01993517) as Non-Executive Director		
6.	Appointment of Dr. Erwin Leopold Dieck (DIN: 07614028) as an Independent director of the company		
7.	Reappointment and fixing of remuneration of Mr. Chandra Sekhar Pogula (DIN: 00007536) as Whole Time Director cum CEO of the company		
8.	Approval of the Limits for the Loans and Investment by the Company in terms of the Provisions Section 186 of the Companies Act, 2013		

* Applicable for investors holding shares in Electronic form. Affix Revenue Stamps

Affix Revenue Stamps

Signed this ____ day of Sep-2017

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

ATTENDANCE SLIP

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

24th Annual General Meeting of the company held on the Wednesday, the 27th September, 2017 at 10.30 AM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar Plaza, Secretariat, Saifabad, Hyderabad, Telangana-500063

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 24th Annual General Meeting of the Nettlinx Limited held on Wednesday, the 27th September, 2017 at 10.30 AM, at the Registered Office of the company situated at 5-9-22, Flat No.303, 3rd Floor, My Home Sarovar Plaza, Secretariat, Saifabad, Hyderabad, Telangana-500063

(Member's /Proxy's Signature)

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

Note:

- 1) Members are requested to bring their copies of the Annual Report 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.