

NU TEK INDIA LIMITED

Regd. Office: 605, Siddharth Building, 96, Nehru Place, New Delhi-110019

Postal Ballot Notice

Postal Ballot Notice pursuant to section 192A of the Companies Act, 1956 readwith the Companies (Passing of Resolution by Postal Ballot) Rules, 2001

Dear Shareholder(s)

Notice is hereby given pursuant to section 192A of the Companies Act, 1956 readwith the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 as amended from time to time, to transact the following special businesses by the members of NU TEK INDIA LIMITED by passing the resolution through Postal Ballot.

Your consideration and approval is sought for the annexed Postal Ballot Resolution. The Explanatory Statement under Section 173(2) of the Companies Act, 1956 for the Postal Ballot Resolutions, is also appended herewith.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed in the enclosed self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before close of business hours i.e. 18.00 hours on 28th February, 2011, the last date for the receipt of the completed Postal Ballot Forms.

The Company has appointed Mr. Ranjeet Pandey, FCS, LLB, Practicing Company Secretary as a Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the postal Ballot will be announced on 5th March, 2011 at the Corporate Office of the Company at B-27, Infocity Sector- 34, Gurgaon at 11.00AM. The result of the Postal Ballot shall also be announced thereafter through newspaper advertisement.

To consider and if thought fit, to give assent/dissent to the following resolutions as Special Resolution:

Special Business:

ITEM NO. 1: Alteration of the Objects Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), sub-clause A of clause III of Memorandum of Association of the Company, be and is hereby altered by addition of following new clauses after existing clause 2 of sub-clause A of clause III:

3. To export, import, buy, sell, act as agent, trader or otherwise deal in all kinds of goods, capital goods, raw materials, semi finished products, merchandise, iron, ore, minerals,



steel, all kind of yarn, chemicals, oils, minerals, metals, textiles, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers, leather articles, life style products, furniture, electrical goods and electronic goods and accessories, foods products, hydrocarbons and other articles, goods capable of being imported, exported and traded.

4. To build, own or construct or manufacture distribute, generate, transmit, supervise and control of all types of power either mechanical, hydraulic, gas, wind farms, solar etc. and/or to design, plan, manufacture, assemble, supply, erect, commission, test, maintain, trouble shooting, repair, service etc., of electrical and/or electronics goods, items, instruments, parts, spares, D.G. sets, electrical control, switchgear panels, switches, cables, plugs, powers projects in industrial, commercial, residential, establishments etc., in part individual and/or composite key basis and to act as developers, builders, building contractors, construction engineers designers, furnishers, architects, town planners, estates agents, property brokers in commercial and to erect construct, build, carry on various infrastructure projects, power projects, residential buildings, townships including business centers and offices, factories, technology park, urban infrastructure facilities/projects, roads, buildings, houses, flats, shops, bridges and dams either for the company or for other parties, Government, Semi - Government/Government organization either upon such land or properties acquired by the company and/or taken on lease from any private parties, Government, semi government organizations, corporate bodies or any other parties and to provide Consultancy, expert services, advises, designs, drawings in relation thereto in India and abroad
5. To establish, develop, design, run, maintain and manage management institutes, engineering colleges, software training institutes, engineering coaching institutes, software and technological support solution for knowledge and learning, development and marketing of any Computer Software, Internet, buy, sell and trade in education related software and to develop and promote management information system of business and non- business organisation, Software development on personnel, research, quality control, data processing, engineering process systems, education, computer services to large, medium and small business enterprises in India & abroad in the field of business education through e-commerce and management including but not limited to consultancy for installing a computer centre, development of MIS, Applications, Programming, Systems development, Data base development, Software packages development, Engineering Applications, Training and recruitment of people in systems & Programming, design computer operations, Computer Centre Management, preparation and organisation for education related software, internet and related activities.

ITEM NO. 2: Utilization of the funds raised through Initial Public Offer for the expansion plans of the Company.

Resolved that Subject to Section 61 and all applicable provisions of the Companies Act, 1956 (including any amendment(s) to or re-enactment(s), thereof), provisions of the Memorandum and Articles of Association of the Company, Rules, Regulations and Guidelines of the Securities and Exchange Board of India (SEBI), and other applicable provisions, if any and in accordance with the subject to the requisite approvals, consents, permissions and sanctions from the Govt of India, SEBI, the Stock Exchanges, the Reserve Bank of India, Institutions, or bodies under applicable laws and rules and terms and conditions or modifications as may be prescribed by the respective authorities or the departments, while granting such approvals, sanctions, consent or permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which expression shall be deemed to include any committee(s) constituted/to be constituted by the Board) consent of the Company be and is hereby accorded to the Board for partial modification of the utilization of the proceeds of Initial Public Offer for an amount of Rs.672,000,000/- as envisaged in the Prospectus dated 14th August, 2008 issued by the Company.

Resolved further that the consent of the shareholders be and is hereby accorded for utilization of unutilized portion of Rs.672,000,000/- towards working capital expenditure/capital expenditure and/or for acquisition of the Companies in India and/or abroad and/or for granting loan and/or investments into subsidiaries of the Company instead of those mentioned in the Prospectus dated 14th August, 2008.

Resolved further that the Board of Directors be and is hereby authorized to take final decision in respect to the actual amounts to be utilized for each of the aforesaid facilities without seeking any further approval or consent of the shareholders in any manner.

Resolved further that the Board of Directors be and is hereby authorized to invest the funds, pending the utilization of the purpose as described above and all investments/expenses made since the date of raising funds till date be and are hereby rectified.

Resolved further that the Board of Directors be and is hereby authorized to sign necessary documents, papers, instruments and writings and to do all such acts, deeds and things as may be required in this behalf and to constitute the committee of the Board, which may be delegated any or all of the aforesaid powers to give effect of the resolution.

**By order of the Board
For NU TEK INDIA LIMITED**

Place : New Delhi
Date : 18th January, 2011

**Sanjay Kumar Singh
General Counsel & Company Secretary**



Note(s):

1. The Explanatory Statement pursuant to Section 173(2) readwith Section 192A of the Companies Act, 1956 in respect of the business under Item Nos. 1 and 2, is given hereto.
2. The Company has appointed Mr. Ranjeet Pandey, FCS, LLB, Practicing Company Secretary as Scrutinizer for the purpose of postal ballot process. The scrutinizer will submit his report to the Managing Director, or in his absence any Director, after completion of the scrutiny.
3. The Notice is being sent under certificate of posting to all the members, whose names would appear in the Register of Members / Record of Depositories as on 21st January, 2011.
4. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and return it to the Scrutinizer in the enclosed self addressed postage pre-paid envelope. Postage will be borne and paid by the Company. The envelopes containing Postal Ballot should reach the Company not later than the close of business hours i.e. 18.00 hours on 28th February, 2011.
5. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.
6. The result of the Postal Ballot shall be announced by the Chairman & Managing Director, or in his absence by any Director and/ or Company Secretary, so authorised by the Managing Director on 5th March, 2011 at 11.00 A.M. at the Corporate office of the Company at B-27, Infocity, Sector- 34, Gurgaon- 122001, Haryana and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing Director or other person as authorized for the purpose, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. Members who wish to be present at the time of declaration of the result may do so at the venue.
7. The result of the Postal Ballot shall also be published in at least one English and One vernacular language newspaper circulating in the district in which the registered office of the Company is situated besides communication to the Stock Exchanges where the shares of the Company are listed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m.

9. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT AND REASONS PURSUANT TO SECTION 173(2) READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

Item No. 1:

The Company is engaged in the business of providing infrastructure services in the field of telecommunication and buying/selling of telecom equipments. In order to align with its main objects and to get opportunities to do new diversified business in the future, Board of Directors of the Company has decided to alter main object clause of the Memorandum of Association, subject to the approval of Shareholders. The Company inserts the activities of export, import and other related activities like working for building infrastructure facilities to maximize profits and to provide better benefits to the shareholders of the Company.

In view of this, the consent of the Members being sought for empowering the Board of Directors to alter the main objects as mentioned under Section 17 of the Companies Act, 1956. Also Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 stipulates that the consent of the Members of the Company for this matter is required to be obtained by Postal Ballot Mechanism.

The draft copy of the amended Memorandum of Association and all other relevant documents of the Company are available for the inspection at the registered office of the Company on any working day during the business hours.

The Directors recommend the resolution to be passed by the Shareholders as Special Resolution through the postal ballot process.

None of the Directors are concerned or interested in the resolution.

Item No. 2:

It was earlier disclosed in the Prospectus dated 14th August, 2008 that the company had planned to incur towards capital expenditure of Rs.235,790,000/- Overseas acquisition of Rs. 210,000,000/- and working capital Rs.440,000,000/-. The Company raised Rs.672,000,000/- from public in IPO. It was proposed to make the capital expenditure within year 2008. Pending utilization the Board of Directors of the Company was authorized to invest the funds raised through IPO into the money market mutual funds and deposits with banks and other investment grade interest bearing securities. The proposed business plan was based on the market conditions at the time of filing of prospectus. The Board of Directors was of the view that the auction for the 3G license to the operators of the telecom service would happen in near future, so the company should be better equipped the new software and technologies for new

project coming in future, which did not happen for policy reasons of the Govt and it was also expected to acquire a company in the same field and Company had appointed O3 Capital as advisors for the acquisition but both the purpose had not been achieved till now. The Company has Rs. 263,370,537.13 unutilized funds till 31st December, 2010.

Given the explanations above, the Board reviewed the IPO projects and contemplate to change the utilization of the Issue proceeds for an amount of Rs. 263,370,537.13 . It is also proposed to give powers to the Board of directors to decide the final utilization of the funds in each of the activities mentioned in proposed resolution.

The Prospectus dated 14th August, 2008 empowers the Management, in the response to the nature of the Industry, to have the discretion to revise its business plan as well as the consequential change in the funding requirement and deployments of the funds from time to time. Besides, in case of shortfall in the net proceeds of the Issue for any of the activities, the same shall be met from internal accruals.

Accordingly, the Board in the meeting held on 18th January, 2011 has decided to approach the shareholders of the Company seeking their approval by way of special resolution through Postal Ballot to revise utilization of the issue proceeds as aforesaid. The revised utilization of IPO proceeds shall not affect the performance of the Company but it is expected to improve the same.

The provisions of the Companies Act, 1956 require the company to obtain the approval of the shareholders for any variation in the contract referred to in Prospectus. After passing of resolution would have effect to revise the utilization of the IPO proceeds. Hence, the Resolution mentioned in ITEM no. 2 is proposed to be passed by the shareholders of the Company as Special resolution through Postal Ballot.

Your Directors recommend the resolution for the approval of the shareholders. None of the Directors of the company is interested in the aforesaid resolution.

**By order of the Board
For NU TEK INDIA LIMITED**

Place : New Delhi
Date : 18th January, 2011

**Sanjay Kumar Singh
General Counsel & Company Secretary**

**NU TEK****NU TEK INDIA LIMITED**

Regd. Office: 605, Siddharth Building, 96, Nehru Place, New Delhi-110019

POSTAL BALLOT FORM

1. Name and address of the Shareholder(s) including Joint-holders, if any (IN BLOCK LETTERS)	
2. Registered address of the Sole / First named shareholder:	
3. DP ID & Client ID No. / Registered Folio No.	
4. Number of Shares held	

I / we hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice dated 18th January, 2011, of the Company by sending my / our assent /dissent by placing tick [✓] mark at the appropriate box below:

Description	No. of Shares for which vote cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1. Special Resolution to accord the consent of the Company for alteration of the Object Clause of the Memorandum of Association of the Company.			
2. Special Resolution for revision in utilization of funds raised through Initial Public Offer vide Prospectus dated 14th August, 2008			

Signature of the Shareholder

Place :

Date :

Note: Please read carefully the instructions printed overleaf before exercising vote.

INSTRUCTION(S):

1. Pursuant to the provisions of section 192 A of the Companies Act 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the assent or dissent of the members in respect of the resolution(s) as set out in the accompanying Notice dated 18th January, 2011, shall be determined through Postal Ballot.
2. A shareholder desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed postage pre-paid envelope. Postage will be borne and paid by the Company.
3. The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
4. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
5. The Postal Ballot Form duly completed and signed should be sent to the Scrutinizer appointed by the Board at the registered office of the Company on or before close of working hours on 28th February, 2011. The postal ballot(s) received after this date will be treated as if the reply from the member has not received and same will not be considered.
6. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 5 above.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. All such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. Incomplete and unsigned Postal Ballot Form shall be rejected.
9. The Scrutinizer's decision on the validity of a postal ballot will be final.