

NOTICE

Notice is hereby given that the 18th Annual General Meeting of NU TEK INDIA LIMITED will be held at Air Force Auditorium, Subrato Park, New Delhi -110010 on Thursday, the 30th day of June, 2011 at 3.30 P.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date along with the Annexure thereto and the reports of Auditors and Directors thereon.
2. To appoint auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Sumanjeet Agarwal & Co., Chartered Accountants, the retiring auditors are eligible for reappointment.
3. To appoint a Director in place of Mr. Sandeep Bedi, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Sanjay Jain, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with provisions of Section 257 of the Companies Act, 1956 and all other applicable provisions.”

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

“RESOLVED THAT Mr. Mahesh Khara, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with provisions of Section 257 of the Companies Act, 1956 and all other applicable provisions.”

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

“RESOLVED THAT Mr. Amar Sarin, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with provisions of Section 257 of the Companies Act, 1956 and all other applicable provisions.”

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

“RESOLVED THAT pursuant to provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with schedule XIII as amended, Mr. Inder Sharma be and is hereby appointed as the Managing Director of the company for a period of five years with effect from 1st April, 2011 on the following remuneration.

Basic Salary	Rs.40,00,000.00 per annum
Gratuity	As per Company Rule (Rs.2,00,000) per annum
Ex-gratia	4,00,000.00 per annum

And the Flex Basket Rs. (59,00,000.00) will include the following expenses in it-

- Fuel – 4,200 liters.
- Medical – Rs.15,000.00
- Veh maint- Rs. 96,000.00
- Telephone- Rs.72,000.00
- Car lease Value –Actual
- Road Tax- Actual.
- Insurance-Actual.
- Hard furnishing Rs.1,00,000.00
- LTA- As per company Rule.
- Provident Fund -Rs.1560 including employees and employers contribution
- others – cash

Mr. Inder Sharma will be entitled to get salary including the entire perquisite up to the maximum amount of Rs.105,00,000.00 (one crore five Lacs) per annum and in case of loss or inadequate profit of the Company, He will be entitled to get maximum Rs.24,00,000.00 (Twenty Four Lacs) per annum as his salary.

RESOLVED FURTHER THAT Mr. Inder Sharma may continue to act as Chairman of the Board.

RESOLVED FURTHER THAT the Managing Director shall exercise and perform such powers and duties as the Board of the Directors of the company shall from time to time, determine, and subject to any direction and restrictions from time to time, given and imposed by the Board of Directors and further subject to superintendence, control and direction of the Board of Directors, he shall have the general control, management and superintendence of the business of the company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company, provided however, that nothing shall be done by the Managing Director which by the Act or the Articles of the company shall be transacted at a

meeting of the Board by resolution or which shall not be effective unless approved by the Board and which are not expressly provided.

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th May, 2011
Place- New Delhi

General Counsel &
Company Secretary

NOTES: -

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself. Such a proxy need not be a member of the company. Proxies in order to be valid and effective must be delivered at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Book will remain closed from 25th of June, 2011 to 30th June, 2011 (both days inclusive) in the terms of provisions of Section 154 of the Companies Act, 1956 and clause 16 of the Listing Agreement with Stock Exchanges.
3. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
4. Members having shares in physical form are requested to notify change in their address to the Company's Registrar and Share Transfer Agent M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500029. Ph. 040-27638111, 27634445, 27642217. Members holding shares in electronic form are requested to notify changes in their address to their depository participant. Members are also requested to update their email ID with their respective Depository Participants to enable the company to communicate with the Members in effective manner in view of the green initiative of the Ministry of Corporate Affairs.
5. Since the Company's share are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialized their shares at the earliest.
6. To avail the facility of Nomination, the members may write to the Company for obtaining the nomination form.
7. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Business to be transacted at the meeting is annexed herewith and forms part of the notice.

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th May, 2011
Place- New Delhi

General Counsel &
Company Secretary

Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956

Special Business:-

1. Mr. Sanjay Jain is a Chartered Accountant, who was appointed as Additional Director of the Company by the Board at its meeting held on 18th January 2011. He is having vast knowledge and experience in the field of Audit and Taxation as he has been in Practice as Chartered Accountant for last so many years and has exposure in Statutory as well as Internal Audit, Taxations and other related financial area. The Board of Directors has also appointed him as Member of the Audit Committee and currently he is also acting as Chairman of the Audit Committee. His term of office as director is being expired at the commencement of ensuing annual general meeting. The Board recommends his appointment as regular director of the company, liable to retire by rotation, to get benefit of his experience in exploring the vistas of the company business.

None of the Directors except Mr. Sanjay Jain is interested anyway in the proposed resolution.

2. Mr. Mahesh Khara was appointed as Additional Director of the Company by the Board of Directors of the Company at its meeting held on 14th February, 2011. He has done B. E., M. Tech. and served Indian Army at various levels. He has been associated with various listed and unlisted companies. He is founder director Khara TNT Consulting Private Limited. His term of office as director is being expired at the commencement of ensuing annual general meeting. The Board recommends his appointment as regular director of the company, liable to retire by rotation, to get benefit of his experience in exploring the new business opportunities for the company.

None of the Directors except Mr. Mahesh Khara is interested anyway in the proposed resolution.

3. Mr. Amar Sarin was appointed as Additional Director of the Company by the Board of Directors of the Company at its meeting held on 31st March, 2011. He has done M.S. He is also one of the directors of Samedysis Pvt. Ltd. His term of office as director is being expired at the commencement of ensuing annual general meeting. The Board recommends his appointment as regular director of the company, liable to retire by rotation, to get benefit of his experience.

None of the Directors except Mr. Amar Sarin is interested anyway in the proposed resolution.

4. Mr. Inder Sharma is one of the promoters of the Company and has been director since its inception in year 1993. He was appointed as Managing Director with effect from 1st April 2006 by Board of Directors at a remuneration of Rs. 60 lakhs per annum, which was subsequently approved by the shareholders under the provisions of section 198, 309 and section 206 read with schedule 13 of the Companies Act, 1956. Further his salary was reduced from Rs. 60 lakhs per annum to Rs. 48 lakhs per annum by the shareholders at their Annual General Meeting held on 13th September 2006. His salary was increased to Rs. 96 lakhs per annum by the shareholders at their Extra Ordinary General Meeting held on 27th April 2007 and he is currently drawing Rs. 96 lakhs per annum as his remuneration from the Company including all perquisites.

Based upon the approval of the remuneration committee of the Company, the Board of Directors at their meeting held on 31st March, 2011 has reappointed Mr. Inder Sharma as Chairman & Managing Director for next five years with effect 1st April, 2011 subject to the approval of the shareholders of the company. Upon passing of the proposed resolution Mr. Inder Sharma shall be entitled to act as Chairman & Managing Director and to receive

remuneration up to Rs.1.05 crores per annum including all perquisites for a period of five years. The Board recommends appointment of Mr. Inder Sharma.

None of the directors except Mr. Inder Sharma and Mrs. Sumati Sharma are interested anyway in the proposed resolution.

Details of the directors seeking appointment/reappointment in forth coming Annual General Meeting:

Name of the Director	Mr. Sanjay Jain	Mr. Mahesh Khera	Mr. Amar Sarin	Mr. Sandeep Bedi	Mr. Inder Sharma
Date of Birth	16 th May 1965	20 th March 1952	21 st November, 1960	29 th April, 1973	4 th August, 1967
Qualification	Chartered Accountant	B.E, M. Tech	M.S.	B.E. in Computer Engineering	B. E.
Expertise	He is a Chartered Accountant having rich experience in large corporate audits, restructuring and taxation matters.	He has more than 38 years experience in corporate sector holding various designations in listed and unlisted Companies. He has also worked in India Army from 1974 to 1997 under various posts such as COO Army Telecom Unit, Director Telecom Projects, Senior Management Cadre Army Telecom Services etc. He is founder Director of Khera TNT Consulting Private Limited	He is Orthopedic & Ilizarov surgeon and trained more than 70 orthopedic surgeons in Ilizarov surgeries and currently working as senior consultant in BL Kapoor Hospital, Pusa Road, New Delhi.	He has 13 years of experience in Electronics and Telecom field. He started his career as System Analyst in TCS Ltd in April, 1994 and has worked in senior position with EDS, IBM, Keane India Ltd., Genpact Software and Agilent Technologies (as India Head -E Business Division). Presently he is working as Associate director of COLT Telecom responsible for transition, solutions, program management and global delivery.	He is the Promoter of the Company and has been director of the Company since its inception. He has been appointed as Managing Director of the Company since 1 st April, 2006.
List of other directorship	NIL	KTMT Consulting Private Limited, BS Traurcomm Ltd.	Samedysis Pvt. Ltd.	NIL	Nu Tek Cellulars Private Limited Nu Tek Structures Private Limited. Nu Tek Energy Private Limited, Nu Tek HK Private Limited, Oriental Stitch Private Limited
Chairman/member of the Committees of the Board of the Company	Audit Committee and Remuneration Committee	NIL	NIL	Audit Committee and Remuneration Committee	Shareholders Grievances Redressal Committee

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 30th May, 2011
Place- New Delhi

General Counsel &
Company Secretary

NU TEK INDIA LIMITED
Regd. Off.:- 605, Siddharth Building, 96, Nehru Place, New Delhi-110019

PROXY FORM

(Pursuant to the provisions of Section 176 (6) of the Companies Act, 1956)

I / We _____ of _____ in the district of _____ being a member / members of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my / our proxy to vote for me / us on my/ our behalf at the Annual General Meeting of the Company to be held on 30th day of June, 2011 and at any adjournment thereof.

Signed this Day of 2011

Affix 15
paise stamp

Name of Member/ Members: _____

Folio No :- _____

Nos of Share held : _____ (from _____ to _____)

The 17th Annual General Meeting
NU TEK INDIA LIMITED
605, Siddharth Building, 96,
Nehru Place, New Delhi- 110019

I/We _____ resident of _____ dist. _____
_____ having _____ number of
shares of Rs.5 each having folio number _____/DP ID number
_____ Clint ID number _____ record my presence in the
18th Annual General Meeting of Company NU TEK INDIA LIMITED, held at Air Force
Auditorium, Subrato Park, New Delhi- 110001 on, 30th June, 2011 at 3.30 P.M.

Signature of Member/Proxy
Name of the Member/Proxy