

NOTICE

Notice is hereby given that the 19th Annual General Meeting of NU TEK INDIA LIMITED will be held at Air Force Auditorium, Subrato Park, New Delhi -110010 on Tuesday, the 11th day of September, 2012 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, 2012 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 who are eligible for reappointment.
3. To appoint a Director in place of Mrs. Sumati Sharma, who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

1. **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, the consent of the shareholders be and is hereby accorded to pay salary to Mr. Inder Sharma, the Chairman and Managing Director of the Company for a period of three years with effect from 1st April, 2011, in case of losses or inadequate profit as per the following details:

Basic Salary	Rs.20,00,000.00 per annum
Ex-gratia	Rs.4,00,000.00 per annum

And the other perquisites of Rs.24,00,000.00 will include the following expenses in it-

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

In case of profits, 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 as per the earlier resolution of the Shareholders dated 30th June, 2011 passed at the annual general meeting, without any further reference to the Shareholders.

RESOLVED FURTHER THAT Mr. Inder Sharma the Chairman & 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.”

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

“RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 (“Act”), as amended or re-enacted from time to time, the Board be and is hereby authorised to appoint as Branch Auditors of any branch office of the Company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditor within the provisions of Section 228 of the Act and to fix their remuneration.”

By the order of the Board
FOR NU TEK INDIA LIMITED

Date : 30th May, 2012
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 3rd September, 2012 to 11th September, 2012 (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, 2012
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. Inder Sharma was appointed as Managing Director under the provisions of Section 198, 309 and Section 269 read with Schedule XIII of the Companies Act, 1956 with effect from 1st April, 2006 at a salary of Rs.60 lakhs per annum by the Board of Directors of the Company, which was subsequently confirmed by the Shareholders of the Company. His salary was then 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, which was further increased to Rs.96 lakhs per annum by the shareholders at their Extra Ordinary General Meeting held on 27th April 2007. Term of his appointment as managing director was ended at 31st March, 2011. With effect from 1st April, 2011 he has been reappointed as Chairman & Managing Director at a salary of Rs.1.05 Crores per annum including all the perquisite, which was approved by the Shareholders of the Company at the Annual General Meeting on 30th June, 2012. The aforesaid salary was recommended by the Board after approval of the remuneration committee of the Board which was based on the projections of the company available at the time of approval of the salary by the committee, however the company has not performed so well and it needs to reconsider salary payable to Mr. Inder Sharma. The approved salary shall be valid from 1st April, 2011 itself for a period of three years unless otherwise approved by the Shareholders of the company. The appointment of Managing Director has been made in accordance with Schedule XIII of the Companies Act, 1956, which provides for payment of salary to Managing Director not exceeding 5% of the net profit calculated as per the provisions of Section 349, 350 of the Companies Act. Section II of the Schedule XIII provides that where in any financial year during the currency of the tenure of the Managerial Personnel a company has no profit or inadequate profit, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance: - not exceeding the limits mentioned under the said section, which has reference of terms and conditions. As per clause B of the said Section II, of the Schedule XIII of the Act, the company may pay remuneration to Managing Director, not exceeding Rs.48 Lakhs per annum, if the company has complied with the following conditions:

1. It has an effective capital of Rs.100 Crores or more.
2. The payment of such remuneration has been approved by the Remuneration Committee by way of a resolution.
3. The company has not made any default in repayment of any of its debt including public deposits or debentures or interest payable there on for a continuous period of thirty days in the preceding financial year before the date of appointment of such managing director.
4. A special resolution has been passed at the general meeting of the company for payment of remuneration for a period not exceeding three years.
5. A general information about the industry, company and the managing director as per the requirement of the said section has been provided to the shareholders with notice calling general meeting.

The information as per requirements mentioned above is provided below:

- a. General Information: The Company is primarily belonging to the telecom infrastructure space. The last two years have been quite challenging for the Telecom Infrastructure market in India due to a number of factors that, amongst others, included cancellation of 122 telecom licenses, policy paralysis, scams, litigations, and clouds of uncertainty. The new roll-outs were affected owing to organizational / management changes at some large Independent Tower Owning companies (IP-1 companies), which delayed the roll-out by these companies. Many a tower sites owned by IP-1 companies, which otherwise were rented-out to the operators whose licenses got cancelled, were dismantled and relocated to other sites where new roll-outs were planned. Consequently, the growth in Telecom Turnkey market was negatively affected owing to lower capex by IP-1 companies. The much hyped 3G and BWA couldn't provide the expected fillip to the market. The response of 3G services too was not that encouraging either.

However, the outlook for the sector looks promising over the two-three years' timeframe. Fresh auctioning of the telecom licenses is slated to happen in the current fiscal year, services on LTE platform too are on the anvil for launch, sector consolidation in terms of M&A could not be ruled out, transparent and conducive policy environment is the hope.

The company has also diversified itself into the trading of commodities for which the shareholders have accorded their consent to change the object clause of the memorandum. However this is in initial stage. The Board of directors believes will give us good results in time to come

In the year financial year 2011-12 the company has revenue from operations whereas the profit before and after tax are Rs. 3.14 Crore & Rs. 2.19 Crore respectively. Net export earnings are Rs. 3.41 Crore. There is no foreign collaborator with the company.

- b. Information about the Appointee: Mr. Inder Sharma is one of the promoters of the company, who was appointed as managing director with effect from 1st April, 2006. The company has done grown very well in earlier years. During his tenure his salary was reduced/increased as mentioned above. His term as managing director was expired on 31st March, 2011, when he was drawing Rs.96 Lakhs as salary. He was reappointed as managing director at a salary of Rs.1.05 crores per annum. However, the company during the financial year 2011-12 could not perform very well. It has been proposed to pay salary of Rs.48 lakhs per annum in case of losses or inadequate profit for a period of three year with effect from 1st April, 2011. However, in case of profits the salary payable would be up to Rs.1.05 Crores as per the resolution of shareholders in their meeting held on 30th June, 2011. So for as the comparative remuneration of similar position is concerned, the Board of directors believes that the proposed remuneration is in line with the peers.
- c. Other information: The inadequate profit is mainly attributable to the slowdown of the telecom industry in the last two years. However the Board is actively looking at the new business opportunities in the field and has managed to get substantial orders under operation and management activities in the telecom field. The company is also exploring new business opportunities in trading of telecom and other commodities. The management is hopeful to achieve the top line of Rs.300 crores in next two years with a margin of about 6% to 8%.
- d. Disclosures: The details of the salary payable to Mr. Inder Sharma and its components have been disclosed in the proposed resolution itself. Other relevant details are also provided at the corporate governance section of the Board's Report.

2. The Company has branches in India and abroad and may also open/acquire new branches in India and abroad in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration from time to time. The Board recommends the Resolution for approval by the Members. None of the Directors is concerned or interested in the Resolution accompanying Notice.

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

Name of the Director	Mrs. Sumati Sharma
Date of Birth	23rd November, 1967
Qualification	MA
Expertise	She is a promoter director and has knowledge of the telecom industry as she has been instrumental to the growth of the Company since its incorporation.
List of other directorship	Nu Tek Structures Private Limited. Nu Tek Telesoft Private Limited. Oriental Stitch Private Limited
Chairman/member of the Committees of the Board of the Company	Shareholders Grievance Redresses Committee Audit Committee And Remuneration Committee

By the order of the Board
FOR NU TEK INDIA LIMITED

Date : 30th May, 2012
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 11th September, 2012 and at any adjournment thereof.

Signed this Day of 2012

Affix
1 Rs/-
Stamp

Name of Member/ Members: _____

Folio No :- _____

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

The 19th 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 _____ Client ID number _____ record my presence in the 19th Annual General Meeting of Company NU TEK INDIA LIMITED, held at Air Force Auditorium, Subrato Park, New Delhi- 110010 on, 11th September, 2012 at 3.30 P.M.

Signature of Member/Proxy _____

Name of the Member/Proxy _____