

**NU TEK INDIA LIMITED**

CIN No.: L74899DL1993PLC054313

Regd. Office: A-213, Road No.-4, Gali No.-1, Mahipalpur, New Delhi- 110037

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675

**www.nutek.in, E-mail: [info@nutek.in](mailto:info@nutek.in)****NOTICE**

Notice is hereby given that 22<sup>nd</sup> Annual General Meeting of the company NU TEK INDIA LIMITED will be held at Hotel Ramhan, NH-8, Mahipalpur Extension, New Delhi -110037 on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.30 A.M. to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date along with the notes thereto and the reports of Auditor's and Director's thereon.
2. To appoint auditors to hold office from the conclusion of this Meeting to the conclusion of 27<sup>th</sup> Annual General Meeting (subject to ratification of their appointment at every AGM) and to fix their remuneration. M/s Sumanjeet Agarwal & Co., Chartered Accountants, the retiring auditors are eligible for re-appointment.
3. To appoint a Director in place of Ms. Sumati Sharma, who retires by rotation and being eligible offers herself for re-appointment.
4. Appointment of Branch Auditors to audit the accounts branch offices of the Company situated in countries outside India.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and as amended from time to time, the Board be and is hereby authorized to appoint 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 Statutory Auditors, any person(s) qualified to act as Branch Auditor within the provisions of section 143(8) of the Act and to fix their remuneration.”

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, Ms. Nitika (DIN:06519456), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee of the Board and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for

appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years w.e.f. 30<sup>th</sup> September, 2015 and she shall not be liable to retire by rotation.”

6. To consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of the Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** Mr. Inder Sharma, Chairman & Managing Director and Mr. Sanjay Kumar Singh, General Counsel & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

By the order of the Board  
FOR NU TEK INDIA LIMITED

Date: 28<sup>th</sup> August, 2015  
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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and Share Transfer Book will remain closed from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of 22<sup>nd</sup> Annual General Meeting (AGM) of the Company to be held on September 30, 2015.
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Electronic copy of the Annual Report 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their

email address, physical copies of the Annual Report 2014-15 are being sent in the permitted mode and a copy of the same can also be downloaded from the company's website [www.nutek.in](http://www.nutek.in).

7. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode and a copy of the same can also be downloaded from the company's website [www.nutek.in](http://www.nutek.in).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. 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.
10. 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.

#### 11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with clause 35B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for remote e-voting are as under:

##### A. The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Sunday, 27<sup>th</sup> September, 2015, (9.00 a.m.) and ends on Tuesday, 29<sup>th</sup> September, 2015, (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e on 23<sup>rd</sup> September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant <Nu Tek India Limited> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. Other Instructions:**

- i. The remote e-voting period commences on Sunday, 27<sup>th</sup> September, 2015, (9.00 a.m. IST) and ends on Tuesday, 29<sup>th</sup> September, 2015, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23<sup>rd</sup> September, 2015, may cast their vote electronically. The remote e-voting module shall be

- disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2015
  - iii. M/s Sukesh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
  - iv. The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the voting and remote e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.nutek.in](http://www.nutek.in).
  - v. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Sukesh & Co. at 84, Kirti Nagar, Jharsa Road, Near Sector-15 Part 1, Gurgaon-122001 not later than Tuesday, 29<sup>th</sup> September 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [info@nutek.in](mailto:info@nutek.in) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Tuesday, 29<sup>th</sup> September 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.  
A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
  - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nutek.in](http://www.nutek.in) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the 22<sup>nd</sup> (Twenty Second) AGM of the Company to be held on September 30, 2015 and communicated to the Stock Exchanges, where the shares of the Company are listed.

By the order of the Board  
FOR NU TEK INDIA LIMITED

Date: 28<sup>th</sup> August, 2015  
Place- New Delhi

General Counsel & Company Secretary

## **Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013**

### **Special Business:-**

#### **Item no.5**

Ms. Nitika was appointed as an Additional Director of the Company w.e.f. 15.05.2015 by the Board of Directors at its meeting held on 15.05.2015, under section 161 of the Companies Act, 2013 on recommendations made by Nomination & Remuneration Committee of the Board. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment. In the opinion of the Board, Ms. Nitika, who has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 of the Act, fulfills the conditions specified in the Act and the Rules framed there-under and Clause 49 of the Listing Agreement for appointment as an Independent Director and she is independent of the management.

Ms. Nitika is a vibrant & dynamic professional having rich industry experience and especially in Corporate Laws, Foreign Exchange Laws including RBI & FEMA matters, SEBI matters, Non Banking Finance (NBFC) matters, Compliance Audit with Ministries, Financial Institution including Banks, Government Departments etc. She also have association with the Firms of Chartered Accountants and Advocates, ensuring multi-disciplinary specialized services. Her expertise in execution, management and leadership qualities will ensure sound decision making of the business.

The Resolution set out at Item No.4 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Ms. Nitika as an Independent Director. The terms and conditions of appointment of Ms. Nitika shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Ms. Nitika, none of the Directors or Key Managerial Personnel or relatives of Directors or Key Managerial Personnel of the Company are concerned or interested financially or otherwise in the above Resolution.

#### **Item no.6**

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 28, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.



In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules framed thereunder inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 5.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

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

Name of the Director	Nitika	Sumati Sharma
Date of Birth	04.02.1989	23.11.1967
Qualification	Qualified Company Secretary	Post Graduate
Expertise	Corporate Laws, Foreign Exchange Laws including RBI & FEMA matters, SEBI matters, Non-Banking Finance (NBFC) matters, Compliance Audit with Ministries, Financial Institution including Banks, Government Departments and other stakeholders.	HR matters & other varied areas
List of other directorship	<ol style="list-style-type: none"> <li>1. Fusion Landmark Private Limited</li> <li>2. Fusion Recruitment Consultants Private limited</li> <li>3. Balaji Landbase Private Limited</li> <li>4. Fusion Management Consultants Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Oriental Stitch Private Limited</li> <li>2. Nu tek Structures Private Limited</li> <li>3. Ketun Energy Private Limited</li> </ol>
Chairman/member of the Committees of the Board of the Company	None	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stake holder Relationship Committee</li> <li>3. Nomination &amp; Remuneration Committee</li> <li>4. CSR Committee</li> </ol>
No. of shares	NIL	1,19,384

By the order of the Board  
FOR NU TEK INDIA LIMITED

Date: 28<sup>th</sup> August, 2015  
Place- New Delhi

General Counsel & Company Secretary



**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**NU TEK INDIA LIMITED**

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Gurgaon- 122001  
Tel: 0124-6124600 Fax: 0124-6124675  
**www.nutek.in, E-mail: [info@nutek.in](mailto:info@nutek.in)**

**22<sup>nd</sup> Annual General Meeting –September 30, 2015****Name of member(s) :****Registered address :****E Mail Id:****Folio No. / DP ID – Client ID:**

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him / her

2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015 at 11.30 A.M. at Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	Optional*	
		YES	NO
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2.	Re-appointment of Auditors and fixation of their remuneration		
3.	Re-appointment of Ms. Sumati Sharma, who retires by rotation		
4.	Appointment of Branch Auditors		
<b>Special Business</b>			
5.	Appointment of Ms. Nitika as Independent Director		
6.	Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.		

Signed this ..... day of ..... 2015.

Affix 1 Rs/- Stamp
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**Signature of the member**

**Signature of the Proxy Holder(s)**

**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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 22<sup>nd</sup> Annual General Meeting.
3. Please complete all details including detail of member(s) in above box before submission.
4. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**Attendance Slip****NU TEK INDIA LIMITED**

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Regd. Office: A-213, Road No.-4, Gali No.-11  
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Gurgaon- 122001  
Tel: 0124-6124600 Fax: 0124-6124675  
**www.nutek.in, E-mail: [info@nutek.in](mailto:info@nutek.in)**

**Folio No./ DP ID / Client ID:****Number of shares held:**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company at the Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 on 30<sup>th</sup> September, 2015 at 11.30 A.M

.....

**Name of the Member / Proxy**  
(in BLOCK letters)

.....

**Signature of the Member / Proxy****Note:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip and a copy of the same can also be downloaded from the Company's website [www.nutek.in](http://www.nutek.in).
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy and a copy of the same can also be downloaded from company's website [www.nutek.in](http://www.nutek.in).

## NU TEK INDIA LIMITED

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 Corporate office: B-27, Infocity, Sector- 34,  
 Gurgaon- 122001  
 Tel: 0124-6124600 Fax: 0124-6124675  
**www.nutek.in, E-mail: [info@nutek.in](mailto:info@nutek.in)**

### BALLOT FORM

1. Name & Registered Address :  
 of the sole/first named shareholder
2. Name(s) of the joint holder(s) :  
 (if any)
3. Registered Folio No./  
 DP ID No./ Client ID No.\* :  
 \*(Applicable to investors  
 holding shares in  
 dematerialized form)
4. Numbers of share(s) held :
5. E-voting Sequence Number (EVSN) :
6. User ID :
7. Password :

8. I/ We hereby exercise my/ our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 30<sup>th</sup> September, 2015 by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below :

Resolutio n No.	Resolutions	Optional*	
		YES	NO
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2.	Re-appointment of Auditors and fixation of their remuneration		
3.	Re-appointment of Ms. Sumati Sharma, who retires by rotation		
4.	Appointment of Branch Auditors		
<b>Special Business</b>			
5	Appointment of Ms. Nitika as Independent Director		
6	Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.		

Place :  
 Date :

\_\_\_\_\_  
 Signature of the Shareholder/  
 Authorized Representative

**Notes:** Please read the instructions carefully before exercising your vote.

## INSTRUCTIONS

### Process and manner for Members opting to vote by using the Postal Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s Suresh & Co., Company Secretaries, at 84, Kirti Nagar, Jharsa Road, Near Sector-15 Part 1, Gurgaon-122001 not later than Tuesday, 29<sup>th</sup> September 2015 (5.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is enclosed and postage will be paid by the Company, if posted in India. The envelope bears the name and address of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for YES/ NO. Members may partially enter any number in "YES" and partially in "NO" but the total number in "YES/NO" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "YES" or "NO" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23<sup>rd</sup> September, 2015 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours (1700 hours) on 29<sup>th</sup> September, 2015. Ballot Forms received after 29<sup>th</sup> September, 2015 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required and a copy of the same can also be downloaded from the Company's website [www.nutek.in](http://www.nutek.in). However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult

for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The Scrutinizer's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website [www.nutek.in](http://www.nutek.in) and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to Mr. Sanjay Kumar Singh, General Counsel & Company Secretary, at the Corporate Office of the Company at B-27, Infocity-1, Sector-34, Gurgaon-122001, Tel. No. 0124-6124603, Fax No. 0124-6124675 or by e-mail to [info@nutek.in](mailto:info@nutek.in).

**Notes:**

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post. A copy of the same can also be downloaded from the Company's website [www.nutek.in](http://www.nutek.in).
2. A Member can opt for only one mode of voting, i.e. either by post or through remote e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on remote e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.