

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313

Regd. Office: A-213, Road No.-4, Gali No.-11, Mahipalpur, New Delhi- 110037

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

Tel: 0124-6124600 | Fax: 0124-6124675 | website: www.nutek.in | E-mail: info@nutek.in

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 23rd Annual General Meeting of the members of M/s Nu Tek India Limited will be held on as per schedule given below:

Day : Friday
Date : 30th September, 2016
Time : 11.30 A.M.
Venue : Hotel Ramhan, NH 8, Mahipalpur Extension, Delhi-110037

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Standalone Financial Statements for the Financial Year ended 31st March, 2016 together with Auditor Report and Report of the board of directors thereon;
 - b. The Consolidated Financial Statements for the Financial Year ended 31st March, 2016 together with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Ayub Yaegaung Younes (DIN 00585694), who retires by rotation and being eligible offers himself for Re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any Statutory modifications or re-enactments thereof for the time being in force), the company hereby ratifies the appointment of M/s Sumanjeet Agarwal & Co., Chartered Accountant, as Statutory Auditors of the Company to hold office from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company and on such remuneration as may mutually agreed between the Board of Directors and the Auditors.”
4. Appointment of Branch Auditor to audit the accounts of the branches of the company situated in countries outside India:

To Consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 143 (8) and other applicable provisions of Companies Act, 2013 and rules framed thereunder (including any Statutory Modifications or re-enactments thereof), the consent of the members of the company be and is hereby accorded to the board of directors of

the company to appoint Branch Auditors for any branch office of the company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Statutory Auditor of the Company, any person (s) who is/are qualified to be appointed as Branch Auditor within the provisions of Section 143 (8) of the Companies Act, 2013 and to fix their remuneration.

SPECIAL BUSINESS

5. Re-Appointment of Mr. Inder Sharma as Managing Director of the Company

To Consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any, and the Rules framed thereunder (including Statutory modifications thereof for the time being in force) read with Part II of Section II of Schedule V of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Inder Sharma (DIN:00033986) as Managing director of the Company for a period of 5 years with effect from 01st April, 2016 to 31st March, 2021 at a Remuneration of Rs. 48,00,000/- per annum (including perquisites) for a period of three years

RESOLVED FURTHER THAT Mr. Inder Sharma continues to Acts as Chairperson of the Company.

RESOLVED FURTHER THAT the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to vary such terms of appointment and remuneration so as to does not exceed the limits as prescribed under Schedule V of Companies Act, 2013 and as may be decided by the Board.

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.”

**By the Order of the Board
For Nu Tek India Limited**

Date: 06.09.2016

Place: Delhi

Bhawani Charak
Company Secretary

NOTES: -

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself/herself and such a proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the company duly completed and signed not later than forty-eight hours before the commencement of the meeting.

Pursuant to Section 105 of the Companies Act, 2013 a Person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than Ten percent of the total share capital of the

company carrying voting rights. A member holding more than Ten percent of the total share capital of the company carrying voting rights may appoint a single proxy and such person shall not act as proxy for some other person.

2. Corporate Members intending to send their authorised representatives to attend Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution together with the respective specimen signatures of those representative authorised under the said resolution to attend and vote on their behalf at the Meeting.

3. Members whose shares are held in Demat Form are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.

4. 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.

5. The Register of Members and Share Transfer Book will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of 23rd Annual General Meeting (AGM) of the Company to be held on 30th September, 2016.

6. Members/proxies should bring the attendance slip duly filled in for attending the meeting and should present the same at the entrance of the hall.

7. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

8. Physical copies of the Notice of the 23rd Annual General Meeting of the Company and Annual Report inter alia indicating the process and manner of 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.

9. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

10. 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.

11. 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.

12. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23rd 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 e-voting are as under:

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

- (i) The voting period begins on Tuesday, 27th September, 2016, (9.00 a.m.) and ends on Thursday, 29th September, 2016, (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 i.e.. on 23rd September, 2016 may cast their vote electronically. The 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.
- (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** 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"> • 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. • 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. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. |

| | |
|--|---|
| | <ul style="list-style-type: none"> • 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). |
|--|---|

- (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 e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant 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 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.
 - After receiving the login details a Compliance User should be created using the admin login and . 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 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 e-voting, you may refer the Frequently Asked Questions (**“FAQs”**) and **e-voting manual available at www.evotingindia.com**, under help section or

write an email to helpdesk.evoting@cdslindia.com.

B. Other Instructions:

i. The e-voting period commences on Tuesday, 27th September, 2016, (9.00 a.m.) and ends on Thursday, 29th September, 2016, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2016, may cast their vote electronically. The 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 23rd September, 2016.

iii. M/s MRKS & Associates, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the 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 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.

v. Members who do not have access to 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 MRKS & Associates, Chartered Accountants having corporate office at 1218, Pearls Omaxe Tower-II, NetajiSubash Place, Pitampura, New Delhi-110034, not later than Thursday, 29th September 2016 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ipo@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 Thursday, 29th September 2016 (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 e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid. A member who voted through e-voting cannot cast vote at the AGM although they can attend the AGM but not entitle to vote.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nutek.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 23rd (Twenty Third) AGM of the Company on September 30, 2016 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: 06.09.2016
Place: Delhi

Bhawani Charak
Company Secretary

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

Special Business

Item No. 5

Mr. Inder Sharma was appointed as Managing Director of the Company for a period of 5 years effective from 01st April, 2011 by the Shareholders at the Annual General Meeting. His appointment was due for renewal on 31st March, 2016. Further, pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company at their meeting held on 30th March, 2016 approved the appointment of Mr. Inder Sharma as Chairman & Managing Director of the company for a period of 5 years from 01st April, 2016 to 31st March, 2021 subject to the approval of the members of the company at 23rd Annual General Meeting.

Keeping in view that Mr. Inder Sharma has rich and varied experience in the industry and has been involved in the operations of the company since its inception, it would be in the interest of the company to continue the employment of Mr. Inder Sharma as Chairman & Managing Director of the company.

None of the director and KMP of the Company and their relatives is concerned or interested in this resolution except Mrs. Sumati Sharma being director and wife of the Managing Director of the company is interested.

Brief Resume of Mr. Inder Sharma

Mr. Inder Sharma is BE Electronics and Communication Engineering from North Carolina State University, USA. He has around 25 years of experience in the telecommunication industry. He has worked as MTS (Member Technical Staff) in AT&T on Electronic switching system (5ESS).

He has experience in developing firmware for PCB maintenance and involved in setting up of one of the initial GSM network along with Motorola India Ltd. He promoted Nu Tek India Private Limited in 1993. He is responsible for the overall management and supervision of the activities of our Company and for the development of strategies for our future growth as Chairman & Managing Director.

| Name of the Director | Inder Sharma |
|--|--|
| Date of Birth | 14.08.1966 |
| Qualification | BE Electronics and Communication Engineering |
| Expertise | experience in developing firmware for PCB maintenance and involved in setting up of one of the initial GSM network along with Motorola India Ltd. Working as Director since its inception |
| Board Membership of other Companies as on 31 st March, 2016 | <ol style="list-style-type: none"> 1. Ketun Energy Private Limited 2. Nu Tek Cellulare Private Limited 3. Nu Tek Structures Private Limited 4. Oriental Stitch Private Limited |
| Chairman/Membership of Committee of other companies as on 31 st March, 2016 | NIL |
| No. of shares | 14542860 |

**By the Order of the Board
For Nu Tek India Limited**

Date: 06.09.2016
Place: Delhi

Bhawani Charak
Company Secretary

NU TEK INDIA LIMITED

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PROXY FORM

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

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: | Name: |
| 2 | E-Mail: | E-mail: |
| 3 | Address: | Address: |
| 4 | Signature: | Signature: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on 30th September, 2016 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 |
| Ordinary Business | | | |
| 1. | a. Adoption of Standalone Financial Statements for the Year ended 31 st March, 2016 together with Auditor Report and Report of the board of directors thereon. b. Adoption of Consolidated Financial Statements for the Year ended 31 st March, 2016 together with Auditor Report. | | |
| 2. | Ratification of Statutory Auditor of the Company | | |
| 3. | Re-appointment of Mr. Ayub Yaegaung Younes, who retires by rotation | | |
| 4. | Appointment of Branch Auditors | | |
| Special Business | | | |
| 5. | Re-appointment of Mr. Inder Sharma as Managing Director of the Company | | |

Signed this day of 2016.

Signature of the member
Holder(s)

Signature of the Proxy

Notes:

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 23rd Annual General Meeting.
3. Please complete all details including detail of member(s) in above box before submission.

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313

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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

Attendance Slip

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 23rd Annual General Meeting of the Company at the Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 on 30th September, 2016 at 11.30 A.M.

.....

.....

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

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. Physical copy of Annual Report for the financial period ended on 31.03.2016 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.

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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 indematernalized form)
4. Numbers of share(s) held :
5. E-voting Sequence Number (EVSN) :
6. User ID :
7. Password :

I/ We hereby exercise my/ our votes in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 30th September, 2016 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 |
| Ordinary Business | | | |
| 1. | a. Adoption of Standalone Financial Statements for the Year ended 31 st March, 2016 together with Auditor Report and Report of the board of directors thereon. b. Adoption of consolidated Financial Statements for the Year ended 31 st March, 2016 together with Auditor Report. | | |
| 2. | Ratification of Statutory Auditor of the Company | | |
| 3. | Re-appointment of Mr. Ayub Yaegaung Younes, who retires by rotation | | |
| 4. | Appointment of Branch Auditors | | |
| Special Business | | | |
| 5. | Re-appointment of Mr. Inder Sharma as Managing Director of the Company | | |

Place :

Date :

 Signature
 of the Shareholder/ Authorized
 Representative

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.
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