

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of NET 4 INDIA LIMITED (CIN: L72200DL1985PLC022649) will be held at Tribe Brunch Aruna Asaf Ali Road Vasant Kunj New Delhi 110070 on Tuesday, 26th April 2016 at 09:00 AM to transact the following businesses:

SPECIAL BUSINESS:-

Item no. 1: Appointment of Statutory Auditors to fill Casual Vacancy

To consider and, if thought fit, to pass, with or without Modification(s), the Following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act 2013 as amended from time to time or any other law for the time being in force (Including any Statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Lakshmi Tripti and Associates., Chartered Accountants, be and are hereby Appointed as Statutory Auditors of the Company to fill the Casual Vacancy Caused by the resignation of M/s Sandy Associates., Chartered Accountants, Delhi.

RESOLVED FURTHER THAT M/s Lakshmi Tripti and Associates., Chartered Accountants, be and Hereby appointed as Statutory Auditor of the Company from this extra ordinary General meeting and that they shall hold the office as the Statutory Auditors of the Company from the Conclusion of this meeting until the Conclusion of the ensuing Annual General Meeting and that they are being authorised to conduct the Statutory Audit for the quarter ended December 31st 2015 and Financial Year ended, 31st March 2016 on such remuneration as may be Fixed by the Board of directors in Consultation with them”

Date: 04.04.2016

Place: Delhi

By Order of the Board

Sd/-

**For NET 4 INDIA LIMITED
AMARJIT SINGH SAWHNEY**

Director

DIN 00110823

Address: 70, Poorvi Marg, Vasant Vihar,
New Delhi-110057

NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE 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 PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. The Company has not recommended any dividend for the year 2015-2016
5. Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Share Transfer Registrar of the Company in respect of their physical share folios, if any.
6. The Company will send the correspondence and documents including Notices etc. in electronic form, to the e-mail address of the members, instead of sending documents in physical form. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail id by sending request letter to our Registrar and Share Transfer Agent.

7. Members are requested to bring their attendance slip along with the notices to the Meeting.
8. Members are requested to send their queries, if any, at least seven days in advance of the meeting so that the information can be made available at the meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including, Notices, Circulars, etc. from the Company electronically.

11. VOTING THROUGH ELECTRONIC MEANS:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Ms. Juhi Kathuria, a Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the voting at EGM and remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- (vi) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 15th April, 2016.**

- (vii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 15th April, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through polling paper.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 15th April, 2016, may obtain the User ID and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**
- Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call Karvy’s toll free number 1800-3454-001
- d) Member may send an e-mail request to evoting@karvy.com. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- (ix) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9:00 a.m. (IST) on April 22, 2016
End of remote e-voting : Up to 05:00 P.M. (IST) on April 25, 2016
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by Karvy upon expiry of aforesaid period.
- (x) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.net4.in and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to Stock Exchanges.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. April 26th, 2016.

(xii) **Instructions and other information relating to remote e-voting:**

A. In case of Members receiving Notice through mail:

- a. Open e-mail and open PDF File viz. “____.pdf” with your client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- c. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.
- e. After entering the details appropriately, click on LOGIN.
- f. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. You need to login again with the new credentials.
- h. On successful login, the system will prompt you to select the EVENT i.e., **Net 4 India Limited**
- i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.
- l. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- m. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **scrutinizer mail id (juhikathuria92@gmail.com)** with a copy marked to evoting@karvy.com.
- n. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download

section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

B. In case of members receiving notice through post/courier:

- (i) Initial password is provided, as below, in the attendance slip of the AGM.

EVEN (E Voting Event Number)	User ID	Password

- (ii) Please follow all steps mentioned in Sr. No. (xii)(A)(b) to (xii)(A)(n) to cast your vote by electronic means.

- 12.** All documents referred to in the Notice and Explanatory Statement is available for inspection at the Registered Office of the Company during the business hours between 2.00 PM and 4.00 PM on all working days of the Company.
- 13.** Members attending the Meeting are requested to complete the enclosed slip and deliver the same at the entrance of hall.
- 14.** 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 physical form should submit their PAN details to the Company or Registrar and Transfer Agent i.e. Karvy Computershare Pvt. Ltd.
- 15.** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting.
- 16.** Consequent upon the introduction of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agent

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013



M/s Sandy Associates, Chartered Accountants, New Delhi have tendered their Resignation from the position of Statutory Auditors due to unavoidable Circumstances, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act 2013 ("ACT"). Casual vacancy caused by the resignation of Auditors can only be filled up by the board of Directors within 30 days and which needs to be approved in the General Meeting to be held within 3 Months of the Recommendation of the Board.

M/s Lakshmi Tripti and Associates Chartered Accountants, Firm Registration No. 009189C, have Conveyed their Consent to be appointed as the Statutory Auditors of the Company along with a Confirmation that, their appointment, if made by the members would be within the limits prescribed under the Companies Act 2013.

Accordingly, Ordinary Resolution is submitted to the Meeting for the Consideration and approval of Members.

Disclosure of Interest

This is to inform the Members that None of the Directors are interested in the above resolution to be passed in the EGM.

By Order of the Board

Sd/-

**For NET 4 INDIA LIMITED
AMARJIT SINGH SAWHNEY**

Director

DIN 00110823

**Address: 70, Poorvi Marg, Vasant Vihar,
New Delhi-110057**

**Form No. MGT-11
Proxy form**

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

CIN:	L72200DL1985PLC022649
Name of the company:	NET 4 INDIA LIMITED
Registered office:	139-A-1 S/F Mohammadpur, New Delhi-110061

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the 26th day of April, 2015 At Tribe Brunch Aruna Asaf Ali Road Vasant Kunj New Delhi 110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To Approve the Appointment of the Lakshmi Tripti and associates, Chartered Accountants, Delhi

Signed this day of April, 2016

Signature of shareholder

Signature of Proxy holder(s)

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. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

NET 4 INDIA LIMITED
ADMISSION SLIP

Ledger Folio no. / Client ID. / DP ID.

Name of Member..... No. of Shares

Name of the Proxy (if attending for member)

I HEREBY RECORD MY PRESENCE AT THE EXTRAORDINARY GENERAL MEETING OF M/s NET 4 INDIA LIMITED(L72200DL1985PLC022649) ON Tuesday, APRIL 26TH , 2016 AT 9:00 AM AT Tribe Brunch Aruna Asaf Ali Road Vasant Kunj New Delhi 110070.

Note:

SIGNATURE OF THE MEMBER /PROXY

Please produce this admission slip duly filled in and signed at the entrance to the meeting. No duplicate slip will be issued at the meeting.

