



NETLINK SOLUTIONS (INDIA) LIMITED

25th ANNUAL REPORT

2009-2010



NETLINK SOLUTIONS (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of **NETLINK SOLUTIONS (INDIA) LIMITED** will be held on **Saturday, 11th September, 2010** at **9.30 a.m.** at the Registered office of the Company at **507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400053** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010, Profit and Loss account for the year ended 31st March 2010 and the reports of Directors and Auditors.
2. To appoint a Director in place of Mrs. Rupa Minesh Modi, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr.Yogesh Girnara, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

By Order of Board of Directors

Minesh Modi
Whole Time Director

Place : Mumbai
Date : 28th July, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
3. Members are requested to notify immediately the change, if any, of the address registered with the Company.
4. The Register of Members and the Share Transfer Books of the company will be closed from Monday 09.09.2010 to 11.09.2010 (both days inclusive).
5. Members holding shares in electronic form may please note that as per the regulation of National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd.(CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deviation/ change of bank details already printed on dividend warrants as per information received from the Concerned Depositories. **In this regards members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.**

By Order of Board of Directors

Minesh Modi
Whole Time Director

Place : Mumbai
Date : 28th July, 2010

NETLINK SOLUTIONS (INDIA) LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting their 25th Report together with the Audited Accounts for the year ended 31st March, 2010

Financial Performance:

	2009-10 Rs.	2008-09 Rs.
Total Income	10798715	5075730
Profit Before Depreciation and Tax	5270101	(662339)
Less: Deprecation	(366517)	(309760)
Less: Provision for Tax and F.B.T. Incl. Deferred Tax Liability	(636821)	(5267)
Net Profit after Tax	4266763	(977366)
Less :Short Provision for Tax	(2355)	58100
Balance Brought Forward	39584680	40620146
Amount available for Appropriation	43849088	39584680

Your Directors recommend appropriation as under

Proposed Dividend	-	-
Tax on Dividend	-	-
Transfer to General Reserve	-	-
Surplus Carried Forward	43849088	39584680
Total Appropriation	43849088	39588680

DIVIDEND

In order to conserve the resources, the Board has not recommended any dividend for the year under review.

OVERVIEW

During the year the total Income of the Company has been Rs. 1,07,98,715 Lacs as compared to previous year total of Rs. 50,75,730 Lacs. Our company has made Profit of Rs 42,66,763 Lacs after tax. This year the company has recorded a profit in contrast to previous year.

Growing over the past one year, Aditya Infotech has evolved as one of the leading Search Engine Marketing companies. The company's sound and successful Search Engine Marketing Principles has enabled to establish ourselves in the market today. The company has not only successfully solicited enquiries from world over but also completed several important international projects. In the financial year 2010 -2011 we plan to improve our technological ability so as to get a higher success rate.

The company has not only sustained but also strengthened its reputation as Smart Content Managers. The 8 portals- Electricals, Electronics, Herbs & Spices, Jewellery, Leather, Material Handling, Foods & Beverages and Automobiles, which had been launched last year, have also strengthened their reputation. Today www.easy2source.com caters to one of the largest readerships online. Through 2010-2011 we intend to further consolidate this position and also update ourselves in a way that keeps us in the leading position. In second quarter of 2010 we have launched another portal called <http://www.bollywoodchaska.com>. We are very optimistic for this portal. Our target is to become no. 1 for

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search related to bollywood. We are planning to launch one portal related to buying and selling cars. There is huge market for secondhand cars in India. Looking at internet growth in India we see that more and more people would like to buy or sale their cars through internet. This project is at the preliminary stage. This is very capital intensive project so we are going slow on this. Programming is already started and we are planning to launch this project by year end.

Company is also looking at the possibility to start construction business. We are in discussions with many prospective partners/land owners for development of their properties. We would like to enter in to joint venture with the land owners so that we would require comparatively less funding and do not end-up blocking our money in lands. This requires huge capital. Once we are ready with the plan we will inform all the share holders. In case additional capital is required than we may look for various available options including preferential/rights issue to raise the required funds. Appropriate decision would be taken by the Board of Directors in the best interest of the shareholders. We will keep on updating you regularly on this matter.

In the magazine division 'Gifts and Accessories' has continued to hold its own. It has fortified its position as the only B2B Trade Magazine in India based on Corporate Gifts and Stationary. The circulation of the magazine has increased substantially. Also, the name of the magazine is well known to most manufacturers, suppliers, and corporate sectors pan India.

Taking into consideration the current market scenario and pitfalls of the stock market scenario, the Treasury Management & Administration Division has decided to be cautious with the investments of the company. A conservative approach will be maintained. These changes shall help in sustaining the company's development.

Last year we could not give dividend because of losses. This year we have made profit however the Board has not recommended any dividend as we would require funds for our expansion plan. Therefore, instead of borrowing money the Board has decided to skip distribution.

With a conservative and determined approach we plan to continue development and investment in 2010- 2011.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The particulars prescribed under clause (e) of sub-Section (1) of Section 217 of the Companies Act, 1956, read with the companies (Disclosure of particulars in Report of Board of Directors) Rule, 1988 are as follows:

Conservation of Energy

The company is not a manufacturing company and hence the details in respect of the above are not applicable.

Research and Development

The company has not undertaken any Research and Development activity in any specific area during the year under review, and hence no cost has been incurred towards same.

Technology Absorption	:	Nil
Foreign Exchange Earning	:	Rs.10,79,771
Foreign Exchange Outgo	:	Rs. 2,61,900

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 217 (2AA) of the Companies Act, 1956, Directors confirm that:-

- a) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

NETLINK SOLUTIONS (INDIA) LIMITED

- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in the accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis.

DIRECTORS

In accordance with the Articles of Association of the Company, Mrs. Rupa Minesh Modi and Mr. Yogesh Girnara, Directors of the Company retire by rotation and being eligible offer themselves for re-appointment. Directors commend their re-appointment.

DEPOSITS

The Company has not accepted any deposits and as such no amount of principal or interest was outstanding on the date of balance sheet.

AUDITORS

M/s K U Kothari & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting of the Company. The Company has received a letter showing their willingness to act as the auditor of the Company if re-appointed by the members of the Company and have forwarded the eligibility certificate u/s 224 (1B) of the Companies Act 1956. Members are requested to consider the appointment of M/s K U Kothari & Co., Chartered Accountants at the forth coming Annual General Meeting of the Company.

LISTING

The shares of the Company are listed on the Bombay Stock Exchange Limited. The Company is regular in complying with the provisions of the Listing Agreement entered into with the Stock Exchange.

EMPLOYEES

During the year the company has not employed any person, which required disclosure under section 217 (2A) of the Companies Act, 1956 to be read with the Companies Particulars of Employees Rules, 1975, as amended.

ACKNOWLEDGEMENT

Your Directors hereby place on record their appreciation and co-operation and support received from all the customers, vendors, banks and share transfer agent and thank them for their valuable contribution in the growth of the company.

Your directors thank all the shareholders of the company for their continued support.

Your directors also thank all the government agencies, The Software Technology Parks of India, Bombay Stock Exchange Limited, SEBI, The Registrar of Companies, Mumbai for their support during the year and look forward to their continued support in future.

For and on behalf of the Board of Directors

Minesh Modi
WholeTime Director

Rupa Modi
Executive Director

Mumbai
Dated: 28th July, 2010

NETLINK SOLUTIONS (INDIA) LIMITED

M SIROYA AND COMPANY

Company Secretaries

C-1, First Floor, Everest Building, Opp. BMC School, Dattapada Road, Borivali (E), Mumbai – 400 066
Telefax: +91 22 28706523; Mobile: 93243 10151; E-mail: siroyam@rediffmail.com

SECRETARIAL COMPLIANCE CERTIFICATE

Registration No. of the Company: 11 -34789

Authorised Share Capital: Rs. 3,00,00,000/-

Paid-up Share Capital: Rs. 2,96,70,000/-

To,

The Members

Netlink Solutions (India) Limited

507, Laxmi Plaza, Laxmi Industrial Estate,

Off. New Link Road, Mumbai - 400 053

We have examined the registers, books and papers of M/s Netlink Solutions (India) Limited (the Company) as required to be maintained under The Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended **31st March, 2010**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: -

1. the Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. the Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under, except as stated otherwise.
3. the Company being a public limited Company, has a paid-up Capital of Rs. 2,96,70,000/-.
4. the Board of Directors duly met 4 times on 10th June 2009, 27th July 2009, 23rd October 2009 and 20th January 2010 in respect of which meetings proper notices were given and signed in the minutes book maintained for the purpose.
5. the Company had closed its Register of Members from 10th August, 2009 to 14th August, 2009 (Both days inclusive) in order to comply with the provisions of Section 154 of the Act.
6. the Annual General Meeting for the financial year ended on 31.03.2009 was held on 14.08.2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. no extra-ordinary general meeting was held during the year.
8. the Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. the Company has made necessary entries, wherever required, in the register maintained under Section 301 of the Act
11. as there were no instances during the year falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. the Company has not issued duplicate share certificates during the financial year.
13. the Company has: -
 - i) Delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii) Declared dividend during the year and complied with the provisions of the Act.

NETLINK SOLUTIONS (INDIA) LIMITED

- iii) Has not paid any interim dividend during the year.
- iv) Duly complied with the requirements of Section 217 of the Act.
- 14. the Board of Directors of the Company is duly constituted and no additional director(s), alternate director(s) or director(s) to fill the casual vacancy were appointed during the year.
- 15. the Company has not appointed any Managing Director / Whole Time Director / Manager during the financial year.
- 16. the Company has not appointed any sole-selling agents during the financial year.
- 17. the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
- 18. the Directors have disclosed their interest in other firms, Companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
- 19. the Company has not allotted any Shares/debentures or other securities during the financial year.
- 20. the Company has not bought back any Shares during the financial year.
- 21. there was no redemption of preference shares or debentures outstanding during the financial year.
- 22. there were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
- 23. the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year..
- 24. the Company has not borrowed any amount from its Banks during the financial year ended 31st March, 2010 under the provisions of Section 293 (1) (d) of the Act.
- 25. the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
- 26. the Company has not altered the provisions of the Memorandum with respect to the situation of the Company's registered office from one state to another during the year under scrutiny.
- 27. the Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
- 28. the Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
- 29. the Company has not altered the provisions of the Memorandum with respect to share capital of the Company for the year under scrutiny.
- 30. the Company has not altered its Articles of Association during the financial year.
- 31. as informed to us, there was no prosecution initiated against the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offence under the Act.
- 32. the Company has not received any money as security from its employees during the financial year.
- 33. the Company is regular in depositing both the employees' and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

For **M SIROYA AND COMPANY**
Company Secretaries

Mukesh Siroya
Proprietor
CP No.: 4157

Place : Mumbai
Date: 28.07.2010

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure A - Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 - 34789

Registers as maintained by the Company

Statutory Register

Sr. No.	Under Section	Name of Register
1	143	Register of Charges
2	150	Register of Members
3	193	Minutes of all meetings of Board of Directors
4	193(1)	Minutes of General Body Meetings
5	209	Books of Accounts
6	301	Register of Particulars of Contracts in which Directors are interested
7	303	Register of Directors
8	307	Register of Directors' Shareholding
9	-	Register of Deposits

Other Registers

1	-	Board Meeting Attendance Register
2	-	General Meeting Attendance Register
3	-	Share Transfer Register

Annexure B - Secretarial Compliance Certificate

Name of the Company : Netlink Solutions (India) Limited
Registration Number : 11 - 34789

Returns / Documents / Forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended March 31st, 2010

FOR THE YEAR 2009-2010 (01.04.2009 TO 31.03.2010)
REGISTRAR OF COMPANIES

Sl. No.	Form No.	Relevant Section	Description	Date of Filing	Whether filed Within prescribed time Yes / No	If delay in filing, whether requisite additional fee paid Yes / No
1	23AC & 23ACA	220(1)	Balance Sheet and Profit & Loss Account as on 31.03.2009 filed vide SRN No. P35897321	14.09.2009	Yes	NA
2	F-20B	159(1)	Annual Return (Schedule V) made up to 14.09.2008 filed vide SRN No. P35897321	12.10.2009	Yes	NA
3	66	383A	Compliance Certificate as on 31.03.2009 filed as on P34455030	10.09.2009	Yes	NA

AUDITOR'S REPORT

TO THE MEMBERS OF NETLINK SOLUTIONS (INDIA) LIMITED

We have audited the attached Balance Sheet of NETLINK SOLUTIONS (INDIA) LIMITED (formerly Known as VGR Construction Ltd.) as at 31st March 2010, the annexed Profit & Loss Account for the year ended on that date and the Cash Flow Statement for the year ended on that date, which we have signed under reference to this Report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan & perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes, examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraph 4 & 5 of the said Order, to the extent applicable.

Further to our comments in the Annexure referred to above, we report that;

- a) We have obtained all the information and explanation, which to the best of our knowledge and the belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of accounts, as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
- d) In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable.
- e) On the basis of written representations received from the directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon gives the information required by the Companies Act, 1956 in the manner, so required and give a true & fair view in conformity with the accounting principles generally accepted in India:
 - I. In the case of Balance Sheet, of the state of the affairs of the Company as at 31st March 2010;
 - II. In the case of Profit & Loss Account, of the Profit for the year ended on that date; and
 - III. In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date;

For K. U. KOTHARI & CO.
Chartered Accountant

Place : Mumbai
Dated : 17.05.2010

Prakash Chechani
(Partner)

NETLINK SOLUTIONS (INDIA) LIMITED

Annexure referred to the Auditor's Report to the Shareholders of NETLINK SOLUTIONS (INDIA) LIMITED on the accounts for the year ended 31st March, 2010.

1. In respect of its Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The fixed assets were physically verified by the management during the year in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - (c) The company has not disposed off substantial parts of fixed assets during the year.
2.
 - (a) The physical verification of the inventory has been conducted at reasonable intervals by the management.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable & adequate in relation to the size of the company & the nature of its business.
 - (c) The company is maintaining proper records of inventory & no material discrepancies were noticed on physical verification.
3. The company has neither granted nor taken any loans, secured or unsecured, to or from the companies, firms or other parties covered in the register maintained under section 301 the Companies Act, 1956:-
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of Computer Hardware and Software, Consumables, Plant & Machinery, Equipment and other assets. The activities of the company do not involve sale of goods.
5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
 - (a) To the best of our knowledge and belief and according to the information and explanation given to us, transactions that needed to be entered into register have been so entered.
 - (b) In our opinion and according to the information and explanation given to us, in respect of transactions made in pursuance of the contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5 lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58 (A) and 58(AA) of the Companies Act, 1956 and the rules made there under would apply.
7. In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
8. We are informed that Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the companies Act, 1956 for any of the activities of the company.
9. Statutory and other dues :
 - (a) According to the records, information & explanation given to us, undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales tax, wealth-

NETLINK SOLUTIONS (INDIA) LIMITED

tax, service-tax, custom duty, excise duty, cess and other material statutory dues, wherever applicable, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid dues were outstanding as at the end of the year for a period of more than six months from the date becoming payable.

- (b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess outstanding on account of dispute.
10. The Company is not having any accumulated losses at the end of the financial Year. The company has incurred cash losses in the said financial year but not incurred cash losses in the financial year immediately preceding the said financial year;
 11. Based on our audit procedure and in the information & explanation given to us we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. The company has no debenture holders.
 12. In our opinion and according to the information & explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund /society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
 14. In our opinion, the company has maintained proper records of the transactions and contracts relating to dealing in shares and other investments and timely entries have been made there in. Further the company in its own name has held such securities:
 15. The company has not given any guarantee for loans taken by others from banks or financial institutions.
 16. The Company has not taken any loan during the year.
 17. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, the company has not used the funds borrowed on short term basis for long-term investment and vice versa.
 18. During the year Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
 19. The Company has not issue any debentures during the years, nor did it have any outstanding debentures at the beginning of the year.
 20. The Company has not raised any money through a public issue during the year.
 21. In our opinion and according to the information and explanation given to us no fraud on or by the company has been noticed or reported during the year that caused the financial statement to be materially misstated.

For K. U. KOTHARI & CO.
Chartered Accountant

Place : Mumbai
Dated : 17.05.2010

Prakash Chechani
(Partner)

NETLINK SOLUTIONS (INDIA) LIMITED

BALANCE SHEET AS ON 31ST MARCH, 2010

SOURCES OF FUNDS	SCHEDULE	As at	As at
		31.03.2010 Rs.	31.03.2009 Rs.
SHARE HOLDER'S FUNDS			
Share Capital	A	29670000	29670000
Reserves & Surplus	B	45028896	40764488
Deferred tax Liability		111656	189039
	Total	74810552	70623527
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block		4920035	3097754
Less: Depreciation		1150343	1186423
Net Block	C	3769692	1911331
Investments	D	40,639,252	34,811,046
Current Assets, Loans & Advances			
Sundry Debtors	E	225891	544407
Cash & Bank Balance	F	511848	4072229
Loans & Advances	G	32567414	33015203
		33305153	37631839
Less: Current Liabilities & Provisions	H		
Current Liabilities		110946	288631
Provisions		2844136	3519367
		2955082	3807998
Net Current Assets		30350071	33823841
Miscellaneous Expenditure (To the extent not written off)			
Preliminary Expenses		51537	77309
	Total	74810552	70623527
Accounting policies & Notes to Accounts As per our report of even date attached	M		

As per our report of even date attached
For K. U. KOTHARI & CO.
Chartered Accountants

Prakash Chechani
(Partner)

Place : Mumbai
Dated : 17-05-2010

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

INCOME	SCHEDULE	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
Software Development & Services		2437539	3001189
Advertisement Income		3924508	3908184
Subscription		52110	57270
Other Income	I	4384558	(1890913)
	Total	<u>10798715</u>	<u>5075730</u>
 <u>EXPENDITURE</u>			
Cost of Services	J	1326144	1287674
Personnel Expenses	K	1640875	1584142
Operating & Administrative Expenses	L	1361595	1259801
Depreciation	C	366517	309760
Director's Remuneration		1200000	1606452
	Total	<u>5895131</u>	<u>6047829</u>
Profit before tax		4903584	(972099)
Provision for Income Tax		714204	23587
Provision for Deferred Tax Liability/(Deferred tax assets)		(77383)	(18320)
Profit after tax		4266763	(977366)
Less :Short Provision for Tax		2355	58,100
		<u>4264408</u>	<u>(1,035,466)</u>
Balance brought forward		39584680	40620146
Amount available for Appropriation		<u>43,849,088</u>	<u>39,584,680</u>
Balance carried to Balance Sheet		<u>43,849,088</u>	<u>39,584,680</u>
 Basic and Diluted Earning per share of Re.1/- each		 0.14	 (0.03)

Accounting Policies & Notes to Accounts

M

As per our report of even date attached

As per our report of even date attached
For K. U. KOTHARI & CO.
Chartered Accountants

For and on Behalf of the Board of Directors

Prakash Chechani
(Partner)

Minesh Modi
(Whole Time Director)

Place : Mumbai
Dated : 17-05-2010

Rupa M. Modi
(Executive Director)

NETLINK SOLUTIONS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	Year Ended	
	31.03.2010	31.03.2009
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extraordinary Items	4903584	(972099)
Adjustments for :		
Profit on sale of Investments	(4063412)	2746748
Amortisation of Expenses	25772	25772
Loss on sale of assets	287403	-
Depreciation	366517	309760
Dividend & Interest Received	(321,146)	(855,833)
Operating Profit before working capital changes	1198718	1254348
Adjustments for :		
Trade & other Receivables	286,251	(23422842)
Trade payables	(177685)	6861
Cash generated from operations	1,307,284	(22,161,633)
Direct taxes paid	911,736	896,237
Cash flow before extraordinary items	395,548	(23,057,870)
Excess provision for earlier years	-	-
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	395548	(23,057,870)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets(net)	(2,512,281)	(21,200)
Preliminary expenses	-	-
Dividend & Interest Received	321,146	855,833
Purchase of Investments (Net)	1,764,794	(26,606,281)
NET CASH FROM INVESTING ACTIVITIES	(3,955,929)	27,440,914
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (net of issue expenses)	-	-
Dividend paid	-	1,186,800
Tax on Dividend Paid	-	201,697
NET CASH FROM FINANCING ACTIVITIES	-	1,388,497
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(3,560,381)	2,994,547
Cash & Cash equivalents - Opening Balance	4072229	1077682
Cash & Cash equivalents - Closing Balance	511848	4072229
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(3,560,381)	2994547

This is the Cash Flow referred to in our report of even date
For K. U. KOTHARI & CO.
Chartered Accountants

Prakash Chechani
(Partner)

Place : Mumbai
Dated : 17-05-2010

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Director)

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE : A		
<u>SHARE CAPITAL</u>		
AUTHORISED		
3,00,00,000 Equity Shares of Re.1/- each	30000000	30000000
Total	<u>30000000</u>	<u>30000000</u>
ISSUED, SUBSCRIBED AND PAID UP		
2,96,70,000 Equity Shares of Re.1/- each fully paid up	29670000	29670000
Total	<u>29670000</u>	<u>29670000</u>
<u>SCHEDULE : B</u>		
<u>RESERVES & SURPLUS</u>		
General Reserve	1,179,808	1,179,808
Profit and Loss Account- Balance	43,849,088	39,584,680
Total	<u>45,028,896</u>	<u>40,764,488</u>

SCHEDULE- "C"										
FIXED ASSETS										
(Amount in Rs.)										
Name of Asset	Gross Block				Depreciation				Net Block	
	As on 01.04.09	Additions During Year	Deletions During Year	As on 31.03.10	As on 01.04.09	For the Year	Deletions During Year	As on 31.03.10	As at 31.03.10	As at 31.03.09
Computers	528585	197632	-	726217	412766	80941	-	493707	232510	115819
Office Equipments	20560	9990	-	30550	4960	1119	-	6079	24471	15600
Air conditioner	176845	81659	-	258504	46587	11375	-	57962	200542	130258
Furniture & Fixtures	293594	-	-	293594	103478	18584	-	122062	171532	190116
Motor Car	2078170	2323000	790000	3611170	618632	254498	402597	470533	3140637	1459538
TOTAL	3097754	2,612,281	790,000	4920035	1186423	366517	402597	1150343	3769692	1911331
Previous Year	3076554	21200	-	3,097,754	876663	309760	-	1,186,423	1911331	2199891

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE : D

A) Current Investments (Quoted & Fully paid Equity Shares) at Cost

Name of the Company	As at 31.03.10 Quantity	As at 31.03.10 Rupees	As at 31.03.09 Quantity	As at 31.03.09 Rupees
BAJAJ HINDUSTAN LTD	-	-	20,000	1,487,228
BHARAT BIJLEE LTD	500	1,174,684	500	1,174,684
BHARATI AIRTEL LTD	4,800	1,996,359	374	167,184
DIVIS LAB LTD	4,000	2,214,667	-	-
GAS AUTHORITY INDIA LTD	5,000	1,713,298	-	-
GUJRAT NRE COKE LTD	-	-	9,240	1
IDBI BANK LTD	15,000	2,404,389	10,000	1,797,480
IFCI LTD	70,000	2,967,447	50,000	1,021,530
INDIA INFOLINE LTD	5,000	1,570,873	5,000	1,570,873
KOTAK MAHINDRA BANK LTD	-	-	2,000	2,308,827
LARSEN & TOURBO LTD	-	-	1,000	2
POWER TRDG CORP LTD	39,000	3,424,657	-	-
PUNJ LLYOD LTD	-	-	3,000	235,853
RELIANCE CAPITAL LTD.	1,500	2,616,188	1,500	2,616,187
RESURGERE MINES & MINERALS INDIA LTD	5,000	458,186	17,000	4,479,372
SATYAM COMPUTER LTD	13,000	1,348,504	-	-
STATE BANK OF INDIA LTD	-	-	900	1,431,000
SUNFLAG IRON & STEEL COMPANY LTD	-	-	87,000	2,223,224
TATA INVESTMENT CORPORATION LTD	-	-	1,000	391,542
THEMIS MEDICARE LTD	-	-	3,000	406,059

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE : D

B) Quoted Units of Mutual Funds fully paidup

Name of the Company	As at	As at	As at	As at
	31.03.10 Quantity	31.03.10 Rupees	31.03.09 Quantity	31.03.09 Rupees
BIRLA SUNLIFE TAX RELIEF 96	-	-	5,713.31	1000000
Total (A+B)	162,800	21,889,252	217,227	22,311,046

Market Value of quoted investments Rs 1,96,60,520 (Previous Year Rs 87,61,715)

C) Joint share in Trust (Business Excellence Trust)	-	18750000	-	12500000
Total	-	18750000	-	12500000
Total (A+B+C)	162,800	40,639,252	217,227	34,811,046

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
--	----------------------------	----------------------------

SCHEDULE : E

SUNDRY DEBTORS

(unsecured, considered good)

over six months old

35438

-

others

190453

225891

544407

Total

225891

544407

SCHEDULE : F

CASH & BANK BALANCE

Cash on Hand

33263

75306

Bank balance with schedule Banks

On Current Account

419319

3947015

On Deposit Account

59266

49908

Total

511848

4072229

SCHEDULE : G

LOANS & ADVANCES

(Unsecured, considered good unless otherwise stated)

Advances

25049962

25026697

Deposits

4023890

4014890

Advance Tax

3493562

3973616

Total

32567414

33015203

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE : H		
CURRENT LIABILITIES & PROVISIONS		
A Current Liabilities		
Sundry Creditors	443	14023
Advance from Customers	-	116196
Others Liabilities	110503	158412
Total (A)	<u><u>110946</u></u>	<u><u>288631</u></u>
B Provision		
Provision for Taxation	2844136	3519367
Total (B)	<u><u>2844136</u></u>	<u><u>3519367</u></u>
SCHEDULE : I		
OTHER INCOME		
Profit on sale of Investments	4063412	(2746748)
Dividend	299928	609958
Interest	21218	245875
Misc income & Bonus Shares	-	2
Total	<u><u>4384558</u></u>	<u><u>(1890913)</u></u>
SCHEDULE : J		
COST OF SERVICES		
Website Expenses	262783	274264
Internet Charges	26519	25017
Paper Consumption	490319	479542
Packing Material	21216	-
Printing Jobwork Charges	525307	508851
Total	<u><u>1326144</u></u>	<u><u>1287674</u></u>
SCHEDULE : K		
PERSONNEL EXPENSES		
Salaries & Bonus	1620275	1565059
Staff Welfare	20600	19083
Total	<u><u>1640875</u></u>	<u><u>1584142</u></u>

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE : L		
OPERATING & ADMINISTRATIVE EXPENSES		
Bad Debts	29000	-
Bank Charges	4512	16824
Commission	-	48000
Electricity Charges	69713	96110
Society Maint. Charges & Municipal tax	81324	82580
Courier charges	163766	167135
Repair & Maintenance Other assets	11336	10969
Advertisement Expenses	67726	51357
Auditor's Remuneration - Audit Fees	39708	
Income Tax Matters	6067	
Tax Audit Fees	13236	
Listing & Other Fees	79986	65999
Loss on sale of Asset	287403	-
Travelling & Conveyance Expenses	27600	51652
Insurance Expenses	46516	32514
Legal & Professional expenses	145049	168371
Motor Car expenses	25284	17639
Telephone Expenses	70898	73998
Miscellaneous /Office Expenses	15791	10277
Printing & stationery expenses	45767	105509
Rate difference/Discount	-	9209
Excess Tds	1202	-
Preliminary Expenses Written off	25772	25772
Share Dealing Expenses & Demat Charges,Stt	103939	166875
Total	1361595	1259801

NETLINK SOLUTIONS (INDIA) LIMITED

SCHEDULE 'M' : NOTES TO ACCOUNTS

1) Significant Accounting Policies;

a) Basis of Preparation of Financial Statements

The financial statements are prepared on the historical cost convention basis in accordance with the generally accepted accounting principles and the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

b) Revenue Recognition

Income and Expenditure are recognized and accounted on accrual basis.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Examples of such estimates include estimate of useful life of fixed assets. Actual result could differ from estimates.

d) Investments

Investments are valued at cost of acquisition which includes brokerage, fees and related costs.

Investments are carried at lower of cost and quoted / fair value, computed category wise. There is no diminution in value of investments as the market value of investments is more than the cost price as on balance sheet date. However the investments are valued at cost. Profit on sale of investments are calculated on first in first out basis as per the Income Tax Act.

e) Depreciation

Depreciation is provided on Straight Line Method at the rates prescribed in the Companies Act, 1956.

f) Foreign Currency

Transaction in foreign currency are recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange likely to be realised from the resultant gain or loss is recognised in the Profit and Loss account to sales account.

g) Direct Taxes

Provision for Current Tax is made and retained in the accounts on the basis of tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date.

h) The figures for the previous year have been regrouped, rearranged, wherever necessary, so as to make them comparable with those for the current year.

2) Contingent liabilities not provides for :

Income tax demand & disputes pending before appellate authorities Rs. Nil (Previous Year Rs. Nil-)

3) The deferred tax liability has been accounted by using the tax rates announced in the Finance Bill, 2005 in accordance with Accounting Standard 22 issued by The Institute of Chartered accountant of India.

NETLINK SOLUTIONS (INDIA) LIMITED

4) Related party disclosures (as identified by the Management) as required by Accounting Standard 18, are given below:

a) Names of related parties and description of relationship.

- (i) Key Management Personnel & their relatives
 (1) Mr. Minesh V. Modi Whole time director
 (2) Ms. Rupa M. Modi Director
- (ii) Relative of Key Management Personnel :- Nil
- (iii) Other related parties where common control exists
 (1) Aditya Fincap Private Limited.

b) Related party transactions.

Nature of Transaction	Key Management Personnel Rs.	Relative of Key Management Personnel Rs.	Other related party with common control Rs.
Lease Deposit	40,00,000 (P. Y. 40,00,000)	Nil (P. Y. Nil)	Nil (P. Y. Nil)
Director' Remuneration	12,00,000 (P. Y. 16,06,452)	Nil (P. Y. Nil)	Nil (P. Y. Nil)

5) Earning per share :	2009-10 (Rs)	2008-09 (Rs)
Profit after tax (Numerator used for calculation)	4264408	(1035466)
Weighted Avg. No. of shares (Denominator used for calculation)	29670000	29670000
Basic & diluted earning per share	(0.14)	0.03

6) Segment Reporting :

a) Information about Business Segment (for the year 2009-10) : (Rs. In lakhs)

PARTICULARS	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	24.37	39.77	43.85	107.99
RESULTS				
Profit / (loss) before tax	13.71	18.38	42.81	74.90
Less: Unallocated Exp.				25.86
Total Profit before Tax				49.04
Provision for Tax				
Current				7.14
Deferred				(0.77)
Short provision for tax				0.03
Profit for the year After Tax				42.64
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	1.63	4.99	409.12	415.74
Unallocated				330.69
Total				746.43

NETLINK SOLUTIONS (INDIA) LIMITED

6) Segment Reporting :

(b) Information about Business Segments (for the year 2008-09) :

(Rs. In lakhs)

PARTICULARS	Software Development	Info Media	Treasury	Total
REVENUE				
Total Revenue	30.01	39.66	(18.91)	50.76
RESULTS				
Profit / (loss) before tax	20.32	17.45	(20.60)	17.17
Less: Unallocated Exp.				26.89
Total Profit before Tax				(9.72)
Provision for Tax				
Current				0.24
Deferred				(0.18)
Short provision for tax				0.58
Profit for the year After Tax				(10.35)
OTHER INFORMATION				
Capital Employed (Segment Asset-Segment Liabilities)	2.76	3.48	386.79	393.03
Unallocated				310.54
Total				703.57

Geographical Segment :

The company operates in a single Geographical Segment, as all the establishments of the company are located in India only.

7) Additional Information pursuant to para 3, and 4D of part II or Schedule VI the Companies Act 1956

(i) Quantitative Details :

	Current Year		Previous Year	
	Qty	Rs.	Qty	Rs.
Finished Goods (Magazines)				
Manufactured				
Magazines & Show Directory	20000	—	13000	—
Sale				
Magazines & Show Directory	20000	52110	13000	57270
(Sale qty includes magazine distributed free of cost)				

(ii) Consumption of Raw materials (all Indigenous)

Paper

Card Paper (Magazine)	5400 (sheet)	34446	4350 (sheet)	38524
Art Paper (Magazine)	289	455873	256 (Rms)	441018
Total (For Magazine)		490319		479542

8) Earning in foreign Exchange :	2009-10	2008-09
	(Rs)	(Rs)
Income from software deve. & services	767628	1262918
Advertisement Income	312143	287059
9) Expenditure in foreign Exchange :		
Website & internet Exp.	261900	273744
10) None of the directors and/or employees are receiving salary either for part of the year or for the full year in excess of limit prescribed u/s. 217 (2A) of the Companies Act.		
Minesh Modi Whole time director		600,000
Rupa Modi Director		600,000
11) Auditors Remuneration includes :	2009-10	2008-09
Statutory Audit Fees	36000	36000
Tax Audit Fees	12000	12000
Tax Matters	5500	5500
Service Tax	5511	5511
	<u>59011</u>	<u>59011</u>
	<u><u>59011</u></u>	<u><u>59011</u></u>

NETLINK SOLUTIONS (INDIA) LIMITED

11) Additional information as required under Part IV of Schedule VI of the Companies Act, 1956.

Balance Sheet abstract and Company's General Business Profile

I. Registration Details	
Registration No.	34789
State Code	11
Balance Sheet Date	March 31,2010
II. Capital raised during the year	
Public Issue	-
Rights Issue	-
Bonus Issue	-
Private Placement	-
III. Position of mobilisation and deployed of funds	
Total Liabilities	77765634
Total Assets	77765634
A Sources of Funds	
Paid -up Capital	29670000
Reserves & Surplus	45028896
Secured Loans	-
Unsecured Loans	-
Deferred Taxes	111656
B Application of Funds	
Net Fixed Assets	3769692
Investment	40639252
Net Current Assets	30350071
Miscellaneous Expenditure	51537
Accumulated Losses	-
IV. Performance of the Company	
Total Income	10798715
Total Expenditure	5895131
Profit before tax	4903584
Profit after tax	4264408
Earning Per Share (Rs.)	0.14
Dividend Rate	-
Dividend, if any :	
On Preference Shares :	-
On Equity Shares :	-
V. Generic Names of Principal products,	Computer Software Website
Item code No. (ITC Code)	designing & Infomedia

As per our report of even date attached
For K. U. KOTHARI & CO.
Chartered Accountants

Prakash Chechani
(Partner)

Place : Mumbai
Dated : 17-05-2010

For and on Behalf of the Board of Directors

Minesh Modi
(Whole Time Director)

Rupa M. Modi
(Director)

NETLINK SOLUTIONS (INDIA) LIMITED

Registered Office : 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400 053.

ATTENDANCE SLIP

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I, hereby, record my presence at the 25th Annual General Meeting of the company to be held on Saturday, the 11th September, 2010 at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053 at 9.30 a.m.

Folio No : _____

No. of shares held _____

Full name of the member / proxy : _____

Signature

_____ Please cut here and bring the above attendance slip at the meeting _____

NETLINK SOLUTIONS (INDIA) LIMITED

Registered Office : 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400 053.

PROXY FORM

I / We _____
of _____ in the district of _____ being a member/
members of the above named company, hereby appoint _____ of or failing
him _____ of _____ in the district
of _____ as my/our Proxy to vote for me/us on my/our behalf at the 25th Annual
General Meeting of the company to be held on Saturday, the 11th September, 2010 at 507, Laxmi Plaza,
Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053 at 9.30 a.m.

Signed this _____ day of _____ 2010 .

1 Rupee
Revenue
Stamp

Signature _____

Note : This form duly completed and signed should be deposited at the Registered Office of the company not later than 48 hours before the time of the meeting.

BOOK - POST

TO,

If undelivered, please return to:

NETLINK SOLUTIONS (INDIA) LIMITED

507, Laxmi Plaza, Laxmi Industrial Estate,

New Link Road, Andheri (W),

Mumbai - 400 053.

SUVARNA PRINTS - 98213 36098