

To,

Date: 08.02.2025

1. BSE Limited P.J. Towers, Dalal Street, Mumbai-400 001	2. Metropolitan Stock Exchange of India Limited 205(A), 2 nd Floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai-400 070
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Dear Sir/ Madam,

Sub: Notice of the Extra Ordinary General Meeting (EGM) of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A (Para A) of Schedule **III**, we are enclosing herewith a copy of notice of the Extra Ordinary General Meeting (EGM) of Nettlinx Limited ("the Company") to be held on **Wednesday, the 05th day of March, 2025 at 11:00 A.M.** (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The said Notice is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company at <https://www.nettlinx.com/company/EGMNotice-2025.pdf>.

The Company has fixed Wednesday, 26th day of February, 2025 as the "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on Wednesday, 26th day of February, 2025 will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

You are requested to kindly take the same on record.
Thanking you.

Yours sincerely
For Nettlinx Limited



Sairam Gandikota
Company Secretary & Compliance Officer



NETTLINX

EGM NOTICE



NETTLINX LIMITED

Your Power to Connect



NOTICE

Notice is hereby given that the 1st Extra Ordinary General Meeting for the Financial Year 2024-25 of the Shareholders of Nettlinx Limited will be held on Wednesday, 05th day of March, 2025 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 1,00,00,000 (One Crore Only) Convertible Warrants (“Warrants”) entitling the warrant holder to issue price of ₹ 85/- (Rupees Eighty Five only) determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, and the said warrants are liable to be converted into 1,00,00,000 (One Crores Only) equity shares at an issue price of Rs. 85/- per share (including a premium of Rs. 75/- per share) on such other terms and conditions as may be determined by the Board in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following ‘Proposed Allottees’ as detailed herein below:



S.No	Names	Category	Maximum No.of Warrants to be Allotted
1.	SARITA SUNIL MANE	Non Promoter	174800
2.	JYOTI NALAWADE	Non Promoter	113000
3.	CHAITALI AMIT MANJAREKAR	Non Promoter	120000
4.	JAMEER AYUB ATAR	Non Promoter	104000
5.	GANESH SONAWANE	Non Promoter	110000
6.	ASHISH JADHAV	Non Promoter	108000
7.	SIDDHANT AGARWAL	Non Promoter	114400
8.	ARATI PRASHANT AWATE	Non Promoter	112000
9.	SONALI SHARAD BHAMRE	Non Promoter	118000
10.	GEETA HINGORANI	Non Promoter	112500
11.	ANKITA SASE	Non Promoter	125500
12.	ABHIJIT GODAKE	Non Promoter	112500
13.	RESHMA JAGANNATH KEMBARI	Non Promoter	113500
14.	SWATI MAHENDRA KAMBLE	Non Promoter	106700
15.	SAYLI AKSHAY SHELKE	Non Promoter	114500
16.	MAMTA MANE	Non Promoter	105400
17.	RADHIKA SHELLAR	Non Promoter	112500
18.	MISHTI TRADERS LLP	Non Promoter	187000
19.	MOONLIGHT MULTITRADE LLP	Non Promoter	182000
20.	JOYDEEP COMMOALES LLP	Non Promoter	206500
21.	RUKHMANI GARMENTS LLP	Non Promoter	175000
22.	AKARSHIKA TRADERS LLP	Non Promoter	175000
23.	MAHASHALI TRADEWING LLP	Non Promoter	196000
24.	GAJRAJ COMMOALES LLP	Non Promoter	198250
25.	BETAL TRADERS LLP	Non Promoter	175000
26.	VAISHALI COMMOALES LLP	Non Promoter	196000
27.	JAISAL VIN-TRADE LLP	Non Promoter	197000
28.	BIRVA TRADING LLP	Non Promoter	198000
29.	DAM COMMOALES LLP	Non Promoter	188500
30.	WHAMIA TRADERS LLP	Non Promoter	187000
31.	RAJMISH TRADERS LLP	Non Promoter	198500
32.	JAGJIVAN MULTI TRADE LLP	Non Promoter	184500
33.	SUNAYNA INVESTMWTENT CO. LTD	Non Promoter	199250
34.	KANGNA TRADEWING	Non Promoter	50000
35.	BALAJI COMMOALES	Non Promoter	195000
36.	JAGRUTI TRADELINK	Non Promoter	198000
37.	KALPANA COMMOALES	Non Promoter	175000
38.	JAISAL TRADEWING	Non Promoter	198000
39.	HANSRAJ TRADERS	Non Promoter	165000
40.	BHAGWATI TRADERS	Non Promoter	185000
41.	RAJAN GUPTA	Non Promoter	90000
42.	SUNDARAM INVESTMENT	Non Promoter	95000
43.	SHIVAM VENTURES	Non Promoter	105000
44.	RENUKA TRADING	Non Promoter	110000
45.	MAA VAISHNO VENTURE	Non Promoter	154000
46.	MAAHIR CONSULTANTS	Non Promoter	93000
47.	RSWM FINCAP PVT LTD	Non Promoter	123000
48.	SAMALKHA SHARES CONSULTANTS LLP	Non Promoter	120000
49.	K N CONSULTANTS	Non Promoter	115000
50.	MATRIX DOTCOM INFONET PVT LTD	Non Promoter	138200
51.	EVA EXPORTERS PVT LTD	Non Promoter	120000
52.	ZAG CONSTRUCTIONS LLP	Non Promoter	600000
53.	KABIR VENTURES LLP	Non Promoter	650000
54.	WHITEWORK VENTURES LLP	Non Promoter	650000
55.	TWINTURBO PLATFORMS LLP	Non Promoter	650000
	Total		1,00,00,000



“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, without prejudice to the generality of the above, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is Monday, 03rd February 2025, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed at this Extraordinary General Meeting i.e. Wednesday, 05th March 2025.

b) The amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.”

c) The said Warrant(s) shall be issued and allotted to the Non - Promoters within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of ₹ 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.

g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.



j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

m) The Company shall provide the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulations.

n) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to Equity Shares or Warrants, as the case may be.

“RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only upon allotment of Warrants by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.”



“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable guidelines, notifications, rules and regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

I. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;

II. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including making applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

III. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

IV. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

V. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations.

VI. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);



VII. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**For and on behalf of the Board
For Netlinx Limited**

**Place: Hyderabad
Date: 03.02.2025**

**Sd/-
Dr. Manohar Loka Reddy
Managing Director
DIN: 00140229**



NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs (MCA') has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022, and September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted convening EGM through VC or OAVM, without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), circulars issued by Securities and Exchange Board of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue.
3. The Deemed Venue of the EGM of the Company shall be its Registered Office.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



8. Pursuant to the provisions of the Act and other applicable Regulations, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. However since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will also not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
9. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at www.netlinx.com.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.netlinx.com. The Notice calling the EGM can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Metropolitan Stock Exchange of India Limited at www.msei.in. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
11. Recent circular requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadharcard/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (Venture Capital and Corporate Investments Pvt. Ltd).
12. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital and Corporate Investments Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13



to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

16. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
17. The company has appointed Mr. Ch Veeranjanyulu, Partner of M/s. VCSR & Associates (FCS: F6121 and CP No: 6392) Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
18. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
19. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
20. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

22. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, 01st day of March, 2025 at 09.00 A.M. and ends on Tuesday, 04th day of March, 2025 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off i.e., Wednesday, 26th day of February, 2025 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (v) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting



	Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as



Bank Details OR Date of Birth (DOB)	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).
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <NETTLINX LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xviii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@netlinx.org, secretarial@netlinx.org. (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat



account number/folio number, email id, mobile number at (cs@netlinx.org,secretarial@netlinx.org.). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

23. OTHER INSTRUCTIONS:

- (i) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e.,26.02.2025.
- (ii) The Scrutinizer shall after the conclusion of the Voting at the Extra Ordinary General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him.



(iii) Voting is provided to the members through e-voting and at the Extra Ordinary General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Extra Ordinary General Meeting of the Company.

(iv) If a Member cast votes by both modes, then voting done through e-voting shall prevail.

(v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nettlinx.com and on the website of CDSL and will be communicated to the BSE Limited and Metropolitan Stock Exchange of India Limited.

SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

**For and on behalf of the Board
For Nettlinx Limited**

Sd/-

**Place: Hyderabad
Date: 03.02.2025**

**Dr. Manohar Loka Reddy
Managing Director
DIN: 00140229**

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018].

ITEM NO. 1: ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS:

The Special Resolution as mentioned above proposes to authorize the Board of Directors to issue and allot up to **1,00,00,000 convertible warrants** at an issue price of Rs.85/- each on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The Company needs to raise additional funds to meet the working capital requirements, general corporate purposes, expansion of business of the company and also to augment the required funds for the proposed future projects of the Company. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated 03rd February, 2025 have proposed to create, offer, issue and allot up to 1,00,00,000 (One Crore only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ` 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of



Rs.85.00/- (Rupees Eighty Five Rupees only) each to be payable in cash (“Warrant Issue Price”), aggregating upto Rs.85,00,00,000/-(Rupees Eighty Five Crores Only) (“Total Issue Size”) on a preferential basis to the certain other identified non Promoters/ persons (“Warrant Holder(s)” / “Proposed Allottee(s)”) , on preferential basis.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 (“Act”) as well as Regulation 160 of the ICDR Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.1 of this Notice.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

a. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;

b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the ‘Relevant Date’ for the Warrant issue is determined to be **Monday, 03rd day of February, 2025**;

c. In accordance with the applicable provisions of the ICDR Regulations an amount of Rs.21.25/- (Rupees Twenty One and twenty Five Paise Only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment (“Warrant Subscription Price”);

d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs.63.75/- (Rupees Sixty Three and Seventy Five Paise only) being 75% (seventy five per cent) of the Warrant Issue Price (“Warrant Exercise Price”) in respect of each Warrant proposed to be converted by the Warrant Holder;

e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations;

h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;



i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j. The allotment of the Warrants is subject to the Proposed Allottees and any of the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Monday, February, 3,2025. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

k. None of the person belonging to promoter / promoter group has previously subscribed to warrants of the Company but has failed to exercise the warrants.

A. Issue of upto 1,00,00,000 warrants to the Non-promoters/ Objects of the preferential issue:

To meet the working capital requirements, general corporate purposes, expansion of business of the company and also to augment the required funds for the proposed future projects of the Company.

B. Disclosures/The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

The Company is in need of additional funds for meeting the working capital requirements, general corporate purposes, expansion of business of the company and to augment the required funds for the proposed future projects of the Company by issue of 1,00,00,000 convertible warrants to the Non promoters on preferential basis.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 03.02.2025 has approved to issue up to 1,00,00,000 convertible warrants at an issue price of Rs.85/- each subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

None of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed warrants are converted into equity shares):

Sl.	Category	Pre Issue Holding	Post Issue Holding
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No		No. of Equity shares	% of shares	Proposed Issue	No. of shares	% of Shares
				Warrants		
A	Promoter Shareholding					
1	Promoters	12513885	51.76	-	12513885	36.62
	Sub-Total (A)	12513885	51.76	-	12513885	36.62
B	Public Shareholding					
1	Institutions	122380	0.51	-	122380	0.36
2	Non-Institutions					
(i)	Bodies Corporate	2065476	8.54	5851700	7917176	23.17
(ii)	Individuals	9331350	38.6	4148300	13479650	39.44
(iii)	NRIs	141533	0.59	-	141533	0.41
(iv)	Clearing Members	2000	0.01	-	2000	0.01
	Sub-Total (B)	11662739	48.24	10000000	21662739	63.38
	Grand Total (A+B)	24176624	100.00	10000000	34176624	100.00

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- a. The holder of warrants will have an option to apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches.
- b. Upon receipt of the full payment as above, the Board shall allot one Equity Share per each Warrant by appropriating Rs. 10/- towards Equity Share Capital and the balance towards Equity Share premium.
- c. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- d. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- e. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

S. No	Name of the proposed Investor	Entity Status	Category Status (Promoter /Non-Promoter)	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre issue shareholding		Post- issue Shareholding*	
						No. of Shares	%	No. of Shares	%
1	SARITA SUNIL MANE	Individual	Non-Promoter	Individual	14858000	0	0	174800	0.5114607
2	JYOTI NALAWADE	Individual	Non-Promoter	Individual	9605000	0	0	113000	0.3306353
3	CHAITALI AMIT MANJAREKAR	Individual	Non-Promoter	Individual	10200000	0	0	120000	0.3511172
4	JAMEER AYUB ATAR	Individual	Non-Promoter	Individual	8840000	0	0	104000	0.3043016
5	GANESH SONAWANE	Individual	Non-Promoter	Individual	9350000	0	0	110000	0.3218574
6	ASHISH JADHAV	Individual	Non-Promoter	Individual	9180000	0	0	108000	0.3160055
7	SIDDHANT AGARWAL	Individual	Non-Promoter	Individual	9724000	0	0	114400	0.3347317
8	ARATI PRASHANT AWATE	Individual	Non-Promoter	Individual	9520000	0	0	112000	0.3277094
9	SONALI SHARAD BHAMRE	Individual	Non-Promoter	Individual	10030000	0	0	118000	0.3452652
10	GEETA HINGORANI	Individual	Non-Promoter	Individual	9562500	0	0	112500	0.3291724
11	ANKITA SASE	Individual	Non-Promoter	Individual	10667500	0	0	125500	0.3672101
12	ABHIJIT	Individual	Non-	Individual	9562500	0	0	112500	0.3291724



	GODAKE		Promoter						
13	RESHMA JAGANNATH KEMBARI	Individual	Non- Promoter	Individual	9647500	0	0	113500	0.3320983
14	SWATI MAHENDRA KAMBLE	Individual	Non- Promoter	Individual	9069500	0	0	106700	0.3122017
15	SAYLI AKSHAY SHELKE	Individual	Non- Promoter	Individual	9732500	0	0	114500	0.3350243
16	MAMTA MANE	Individual	Non- Promoter	Individual	8959000	0	0	105400	0.3083979
17	RADHIKA SHELLAR	Individual	Non- Promoter	Individual	9562500	0	0	112500	0.3291724
18	MISHTI TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Surendra Vithal Salunke , 2. Vivek Vithal Dholam	15895000	0	0	187000	0.5471576
19	MOONLIGHT MULTITRADE LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Mrs Vishaka Jadahv	15470000	0	0	182000	0.5325277
20	JOYDEEP COMMOALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Sanjay Atmaram Devlekar , 2. Sanjay Bhoir	17552500	0	0	206500	0.6042142
21	RUKHMANI GARMENTS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Manisha Kothamir e 2. Varsha Dilip Malde	14875000	0	0	175000	0.5120459
22	AKARSHIKA TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Sushma Bhimsen Sawant ,2. Pramod P Upadhyay	14875000	0	0	175000	0.5120459
23	MAHASHALI TRADEWING LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Maruti Dinkar Helonde ,2. Meena Dharmen dra Bohat	16660000	0	0	196000	0.5734914



24	GAJRAJ COMMO SALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Ganpat Kashinath Shinde ,2. Leena Naresh Nagda	16851250	0	0	198250	0.5800748
25	BETAL TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Sujata Deepak Mane , 2. Hussain Ayyub Attar	14875000	0	0	175000	0.5120459
26	VAISHALI COMMO SALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Rajiv Tiwary, 2.Umesh Bajrang Jadhav	16660000	0	0	196000	0.5734914
27	JAISAL VIN- TRADE LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Sushma Bhimsen Sawant2. Ramdas Bharti	16745000	0	0	197000	0.5764174
28	BIRVA TRADING LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Santosh Chandrap al	16830000	0	0	198000	0.5793434
29	DAM COMMO SALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Faimeeda Ali Raja Suratwala- Exeps513 6l	16022500	0	0	188500	0.5515466
30	WHAMIA TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Priya A Shah	15895000	0	0	187000	0.5471576
31	RAJMISH TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Rahul SudhakaR ahire 2. Vishakha Umesh Jadhav	16872500	0	0	198500	0.5808063
32	JAGJIVAN MULTI TRADE LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Shital Sanjay Devlekar 2. Sanjay Unwane	15682500	0	0	184500	0.5398427
33	SUNAYANA INVESTMENT CO. LTD	Public Limited Company	Non- Promoter	1. Shivkuma r, 2. Subhash Helonde	16936250	0	0	199250	0.5830008
34	KANGNA TRADEWING	Partnershi p Firm	Non-	1. Sujata Deepak	4250000	0	0	50000	0.1462988



			Promoter	Mane , 2. Deepak Mane					
35	BALAJI COMMOSALES	Partnershi p Firm	Non- Promoter	1. Jammer Ayyub Attar , 2. Ganpat Mohan Parab	16575000	0	0	195000	0.5705654
36	JAGRUTI TRADELINK	Partnershi p Firm	Non- Promoter	1. Tushar Pansare , 2. Karishma Pansare	16830000	0	0	198000	0.5793434
37	KALPANA COMMOSALES	Partnershi p Firm	Non- Promoter	1. Nadeem Ayyub Attar 2. Ganesh Sonawane	14875000	0	0	175000	0.5120459
38	JAISAL TRADEWING	Partnershi p Firm	Non- Promoter	1. Nabin Agarwal 2. Rahul Sudhakar Ahire	16830000	0	0	198000	0.5793434
39	HANSRAJ TRADERS	Partnershi p Firm	Non- Promoter	1. Aarti Pravin Nerurkar 2. Pravin Anant Nerurkar	14025000	0	0	165000	0.4827861
40	BHAGWATI TRADERS	Partnershi p Firm	Non- Promoter	1. Milind Madhukar Palav 2. Siddhi Shinde	15725000	0	0	185000	0.5413057
41	RAJAN GUPTA	Individual	Non- Promoter	Individual	7650000	0	0	90000	0.2633379
42	SUNDARAM INVESTMENT	partnershi p Firm	Non- Promoter	1. Ramveer, 2. Nitin Batri	8075000	0	0	95000	0.2779678
43	SHIVAM VENTURES	partnershi p Firm	Non- Promoter	1. Shailendr a Kumar, 2. Gaurav Tomar	8925000	0	0	105000	0.3072275
44	RENUKA TRADING	partnershi p Firm	Non- Promoter	1. Gaurav Tomar, 2. Nand Kishor Gupta	9350000	0	0	110000	0.3218574
45	MAA VAISHNO	partnershi p Firm	Non-	1. Saroj Gupta, 2.	13090000	0	0	154000	0.4506004



	VENTURE		Promoter	Sanjay					
46	MAAHIR CONSULTANTS	partnership Firm	Non-Promoter	1. Punit Arora, 2. Ramesh Kumar Arora	7905000	0	0	93000	0.2721158
47	RSWM FINCAP PVT LTD	Private Limited Company	Non-Promoter	1. Mumshilal 2. Omprakash Mittal	10455000	0	0	123000	0.3598951
48	SAMALKHA SHARES CONSULTANTS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Madhubala 2. Rajendra Prasad Suman	10200000	0	0	120000	0.3511172
49	K N CONSULTANTS	partnership Firm	Non-Promoter	1. Kamal Kishore Shirma 2. Deepika	9775000	0	0	115000	0.3364873
50	MATRIX DOTCOM INFONET PVT LTD	Private Limited Company	Non-Promoter	Nil	11747000	0	0	138200	0.40437
51	EVA EXPORTERS PVT LTD	Private Limited Company	Non-Promoter	1. Abhay Dharna	10200000	0	0	120000	0.3511172
52	ZAG CONSTRUCTIONS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Alnasir Abdulaziz Gilani, 2. Alnasir Gilani	51000000	0	0	600000	1.7555859
53	KABIR VENTURES LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Alnasir Abdulaziz Gilani, 2. Alnasir Gilani	55250000	0	0	650000	1.9018848
54	WHITEWORK VENTURES LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Alnasir Abdulaziz Gilani, 2. Alnasir Gilani	55250000	0	0	650000	1.9018848
55	TWINTURBO PLATFORMS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Alnasir Abdulaziz Gilani, 2. Alnasir Gilani	55250000	0	0	650000	1.9018848
					850000000	0	0	10000000	29.259765



Pre issue and Post Issue Shareholding percentage of the proposed Allottees:

SI No	Name of the Proposed Allottees	Pre Issue Equity holding		No. of warrants to be allotted	Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)		
		No.of Shares	%		No.of Shares	%	
	A.Promoter						
		Nil					
	Total						
	B.Others/Non-Promoters						
1.	Sarita Sunil Mane	0	0	174800	174800	0.51	
2.	Jyoti Nalawade	0	0	113000	113000	0.33	
3.	Chaitali Amit Manjarekar	0	0	120000	120000	0.35	
4.	Jameer Ayub Atar	0	0	104000	104000	0.30	
5.	Ganesh Sonawane	0	0	110000	110000	0.32	
6.	Ashish Jadhav	0	0	108000	108000	0.32	
7.	Siddhant Agarwal	0	0	114400	114400	0.33	
8.	Arati Prashant Awate	0	0	112000	112000	0.33	
9.	Sonali Sharad Bhamre	0	0	118000	118000	0.35	
10.	Geeta Hingorani	0	0	112500	112500	0.33	
11.	Ankita Sase	0	0	125500	125500	0.37	
12.	Abhijit Godake	0	0	112500	112500	0.33	
13.	Reshma Jagannath Kembari	0	0	113500	113500	0.33	
14.	Swati Mahendra Kamble	0	0	106700	106700	0.31	
15.	Sayli Akshay Shelke	0	0	114500	114500	0.34	
16.	Mamta Mane	0	0	105400	105400	0.31	
17.	Radhika Shellar	0	0	112500	112500	0.33	
18.	Mishti Traders LLP	0	0	187000	187000	0.55	
19.	Moonlight Multitrade LLP	0	0	182000	182000	0.53	
20.	Joydeep Commosales LLP	0	0	206500	206500	0.60	
21.	Rukhmani Garments LLP	0	0	175000	175000	0.51	
22.	Akarshika Traders LLP	0	0	175000	175000	0.51	
23.	Mahashali Tradewing LLP	0	0	196000	196000	0.57	
24.	Gajraj Commosales LLP	0	0	198250	198250	0.58	
25.	Betal Traders LLP	0	0	175000	175000	0.51	
26.	Vaishali Commosales LLP	0	0	196000	196000	0.57	
27.	Jaisal Vin-Trade LLP	0	0	197000	197000	0.58	
28.	Birva Trading LLP	0	0	198000	198000	0.58	
29.	Dam Commosales LLP	0	0	188500	188500	0.55	
30.	Whamia Traders LLP	0	0	187000	187000	0.55	
31.	Rajmish Traders LLP	0	0	198500	198500	0.58	
32.	Jagjivan Multi Trade LLP	0	0	184500	184500	0.54	
33.	Sunayna Investmwent Co. Ltd	0	0	199250	199250	0.58	
34.	Kangna Tradewing	0	0	50000	50000	0.15	
35.	Balaji Commosales	0	0	195000	195000	0.57	
36.	Jagruti Tradelink	0	0	198000	198000	0.58	
37.	Kalpana Commosales	0	0	175000	175000	0.51	
38.	Jaisal Tradewing	0	0	198000	198000	0.58	
39.	Hansraj Traders	0	0	165000	165000	0.48	
40.	Bhagwati Traders	0	0	185000	185000	0.54	
41.	Rajan Gupta	0	0	90000	90000	0.26	
42.	Sundaram Investment	0	0	95000	95000	0.28	
43.	Shivam Ventures	0	0	105000	105000	0.31	



44.	Renuka Trading	0	0	110000	110000	0.32
45.	Maa Vaishno Venture	0	0	154000	154000	0.45
46.	Maahir Consultants	0	0	93000	93000	0.27
47.	RswmFincap Private Limited	0	0	123000	123000	0.36
48.	Samalkha Shares Consultants LLP	0	0	120000	120000	0.35
49.	K N Consultants	0	0	115000	115000	0.34
50.	Matrix Dotcom Infonet Private Limited	0	0	138200	138200	0.40
51.	Eva Exporters Private Limited	0	0	120000	120000	0.35
52.	Zag Constructions LLP	0	0	600000	600000	1.76
53.	Kabir Ventures LLP	0	0	650000	650000	1.90
54.	Whitework Ventures LLP	0	0	650000	650000	1.90
55.	Twinturbo Platforms LLP	0	0	650000	650000	1.90

Change in control: As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

(VIII) Practicing Company Secretary Certificate:

Certificate from Mr. Ch Veeranjanyulu, Partner of M/s. VCSR & Associates (FCS: F6121 and CP No: 6392) Practicing Company Secretaries confirming that the proposed issue of convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company at www.nettlinx.com under the weblink <https://www.nettlinx.com/company/BSE-CC-Feb2025.pdf>.



(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 03.02.2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 05th day of March, 2025).

The issue price of Rs. 85/- per warrant has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited and MSEI Limited (there is no trading of shares of the Company on MSEI) i.e., Rs.85/- per warrant during the 90 trading days /10 trading days preceding the relevant date. A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

The Company has also taken a Valuation Report from the Registered Valuer, CA Gopavarapu Murali Reddy, reg number IBBI/RV/02/2019/11566 in this regard.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited where the securities of the Company are listed. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number.

(XIII) Lock-in Period:

The resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year, the Company has not made any preferential allotment.

**(XV) Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVI) Other Disclosures/Undertaking:

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations;
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- viii. The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.

(XVII) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines



or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

None of directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution, except to the extent of their shareholding interest, if any, in the Company.

In terms of the provisions of Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Warrants requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 1 to be approved by Special Resolution of the Members.

**For and on behalf of the Board
For Netlinx Limited**

**Place: Hyderabad
Date: 03.02.2025**

**Sd/-
Dr. Manohar Loka Reddy
Managing Director
DIN: 00140229**