



NORTHLINK

Fiscal and Capital Services Ltd.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** will be held on Monday, 30.09.2019 at 12.00 P.M. at the Registered Office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.) -141001 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 including Audited Balance Sheet as at March 31, 2019, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Ms. Gargee Sehgal, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Gargee Sehgal (DIN 08146678), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:-

3. **To re-appoint Sh. Bharat Soni as an Independent Director of the Company and in this regard to consider and if though fit, to pass with or without modifications, the following resolution as Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Bharat Soni (DIN: 06705085), who was appointed as an Independent Director of the Company for a term of five years up to 25th Annual General Meeting, by the members at the 20th Annual General Meeting held on 27 September 2014, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting, not liable to retire by rotation.”



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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

sd/-

(Shamli Maria)

Chairman cum Managing Director

DIN 02915048

62-B, Kitchlu Nagar

Ludhiana-141001

Place: Ludhiana

Date: 14.08.2019

NOTES:

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- v) The register of members and the share transfer book of the company will remain closed from 22.09.2019 to 30.09.2019 (both days inclusive).
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of



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AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.

- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- ix) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- x) M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- xi) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.
- xii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means.
- xiii) **The instructions for shareholders voting electronically are as under:**
 - a. The Members whose name appears in the Register of Members of the Company as on 21.09.2019 (CUT OFF DATE) may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 27.09.2019 at 9:00 A.M. and ends on 29.09.2019 at 05:00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
 - c. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - d. Click on "Shareholders" tab.
 - e. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



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- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

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

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <Northlink Fiscal & Capital Services Limited> on which you choose to vote.
- m. 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



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YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o. 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.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non Individual Shareholders and Custodians
 - Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 21.09.2019 may follow the same instructions as mentioned above for e-voting.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and Client ID for identification.



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- Members are requested to notify the any of the change in name, address with pin code or any other particular o the RTA to ensure quick delivery of letters and quote their folio/client ID & DP ID in all correspondence.

**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

sd/-
(Shamli Maria)
Chairman cum Managing Director
DIN 02915048
62-B, Kitchlu Nagar,
Ludhiana-141001

Place: Ludhiana
Date: 14.08.2019

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

At the 20th Annual General Meeting held on Sep 27, 2014, the members of the Company had appointed Sh. Bharat Soni (DIN: 06705085) as an Independent Director of the Company, to hold office for a period of 5 years ("first term").

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Sh. Bharat Soni as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company. The Board, based on the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Sh. Bharat Soni as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Sh. Bharat Soni is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. The Company has also received declaration from Sh. Bharat Soni that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

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Sh. Bharat Soni is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Sh. Bharat Soni may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

As per Sec 149 (10) an Independent Director, if eligible, shall be re-appointed for the second term by the members after passing special resolution. So Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the directors seeking appointment/re-appointment in the AGM.

Name of the Director	Ms. Gargee Sehgal	Sh. Bharat Soni
Date of Birth	20/07/1994	14/12/1985
Date of Appointment	08/06/2018	01/04/2013
Qualification	Graduate	Graduate
Expertise in Specific functional Area	Business Executive having focus on implementation of policies of the company to enhance the market.	12 Years of Experience in Service Sector
No. of Shares Held in the Company	NIL	100
Directorships held in other companies	NIL	NIL
Position held in mandatory committees of other companies	NIL	NIL
Relationship with other Directors	Not related to any director of the company	Not related to any director of the company

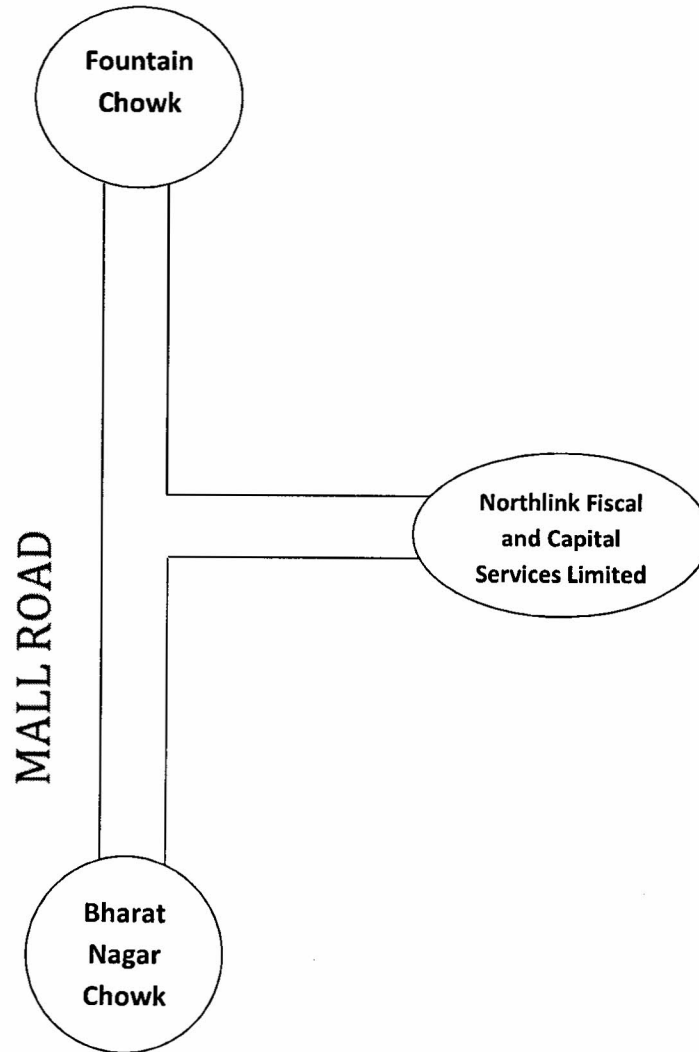
**By Order of the Board
For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana
Date: 14.08.2019

sd/-
(Shamli Maria)
Chairman cum Managing Director
DIN 02915048
62-B, Kitchlu Nagar,
Ludhiana-141001



**Venue of AGM of Northlink Fiscal
and Capital Services Limited**





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NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

CIN: L65921PB1994PLC015365

Regd. Office: 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

PROXY FORM

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

I/We being the holders of..... shares of the above named company bearing Folio No.....hereby appoint:-

1. Name Address.....

E-mail id Signature....., or failing him/her

2. Name.....Address.....

E-mail id Signature....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 25th Annual General Meeting of the Company held on Monday 30.09.2019 at 12.00 P.M. at the registered office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001 and at any adjournment thereof in respect of such resolution as are indicated below:-

No.	Resolutions for Ordinary Business	For	Against
1.	Adoption of Financial Statements for the financial year ended 31 st March, 2019		
2.	Re-appointment of Ms. Gargee Sehgal (DIN 08146678) as a Director liable to retire by rotation.		
3.	To Re-appoint Mr. Bharat Soni as an Independent Director (DIN 06705085) of the company.		

Signed this..... day of.....2019.

Signature of shareholder Signature of Proxy Holders(s)

Notes:-

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company at least 48 hours before the commencement of the meeting



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NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

CIN: L65921PB1994PLC015365

Regd. Office: 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

ATTENDANCE SLIP

Member's Folio No.
Client ID No.
DP ID No.
Name of the Member
Name of Proxy holder
No of shares held

I hereby record my presence at the 25th Annual General Meeting of the Company held on Monday, 30.09.2019 at 12.00 P.M. at the Registered Office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

Signature of Member/Proxy

Notes :

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING