



NORTHLINK

Fiscal and Capital Services Ltd.

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** will be held on Saturday, 24th day of September, 2016 at 11.00 A.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, 2016 including Audited Balance Sheet as at March 31, 2016, 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.
2. To appoint Director in place of Smt. Shamli Maria (DIN 02915048), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Parmod G Gupta & Associates, Chartered Accountants, Ludhiana, Registration No. 018870N, as the Statutory Auditors of the Company, be and is hereby ratified for the financial year 2016-17 at such remuneration as may be finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS:-

4. To appoint Sh. Inderjit Singh as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Inderjit Singh (DIN: 07596360) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 13, 2016 whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”



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“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members, be and is hereby accorded to appoint Sh Inderjit Singh Jassal (holding DIN: 07596360) as an independent director of the company not liable to retire by rotation for a period of five years w.e.f. 13.08.2016.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to sign and file the necessary e-forms as required with the Registrar of Companies, Punjab and Chandigarh at Chandigarh and to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above said resolution.”

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

**Place: Ludhiana
Date: 13.08.2016**

**Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001**

**Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001**

NOTES:

- i) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- ii) **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.**
- iii) 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.



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- iv) 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.
- v) 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.
- vi) The register of members and the share transfer book of the company will remain closed from 22nd September, 2016 to 24th September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vii) 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 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.
- viii) 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.
- ix) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- x) 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.
- xi) 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.
- xii) 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.

- xiii) **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 22nd Annual General Meeting (AGM) by electronic means.
- xiv) **The instructions for shareholders voting electronically are as under:**
- The Members whose name appears in the Register of Members of the Company as on 18.09.2016 (CUT OFF DATE). The Members 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 21st September, 2016 at 9:00 AM and ends on 23rd September, 2016 at 05:00 PM. 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.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
 - The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - Click on "Shareholders" tab.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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"> Members who have not updated their PAN with the



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	<p>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.</p> <ul style="list-style-type: none">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 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.



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- 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 i.e. 18.09.2016 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.
- u. 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 on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.



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

ITEM NO. 4

As recommended by Nomination and Remuneration Committee, Sh Inderjit Singh Jassal (DIN 07596360) was appointed as an Additional Director of the Company with effect from August 13, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Sh Inderjit Singh Jassal holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from her in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Sh Inderjit Singh Jassal (DIN 07596360)) was appointed as an Independent Director of the Company with effect from August 13, 2016 by the Board of Directors pursuant to Section 149 of the Companies Act, 2013 subject to the approval of shareholders of the Company. Accordingly, approval of Shareholders is required for appointment of Sh Inderjit Singh Jassal as an Independent Director of the Company with effect from August 13, 2016.

Sh Inderjit Singh Jassal is independent of the management and in the opinion of the Board fulfills the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Sh Inderjit Singh Jassal as an Independent Director.

A brief profile of Sh Inderjit Singh Jassal is provided at the end of this statement.

None of the Directors or Key Managerial Personnel are interested in the resolution.

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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	Shamli Maria	Inderjit Singh Jassal
Date of Birth	25/04/1988	04/07/1983
Date of Appointment	01/02/2013	13/08/2016
Qualification	Graduate	Diploma
Expertise in Specific functional Area	She has 3 Years of experience in Business Administration and expertise skills in the field of finance.	He has 3 years experience in the business management.
No. of Shares Held in the Company	7,07,600	NIL
Directorships held in other companies	Maria Steel Limited	NIL
Position held in mandatory committees of other companies	Nil	Member of Audit Committee and Nomination & Remuneration Committee
Relationship with other Directors	Wife of Sh. Sunny Maria, Managing Director	Sh Inderjit Singh Jassal does not have any pecuniary relationship with the Company.

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

Place: Ludhiana
Date: 13.08.2016

Sd/-
(Sunny Maria)
Managing Director
DIN: 01006699
62-B, Kitchlu Nagar
Ludhiana- 141001

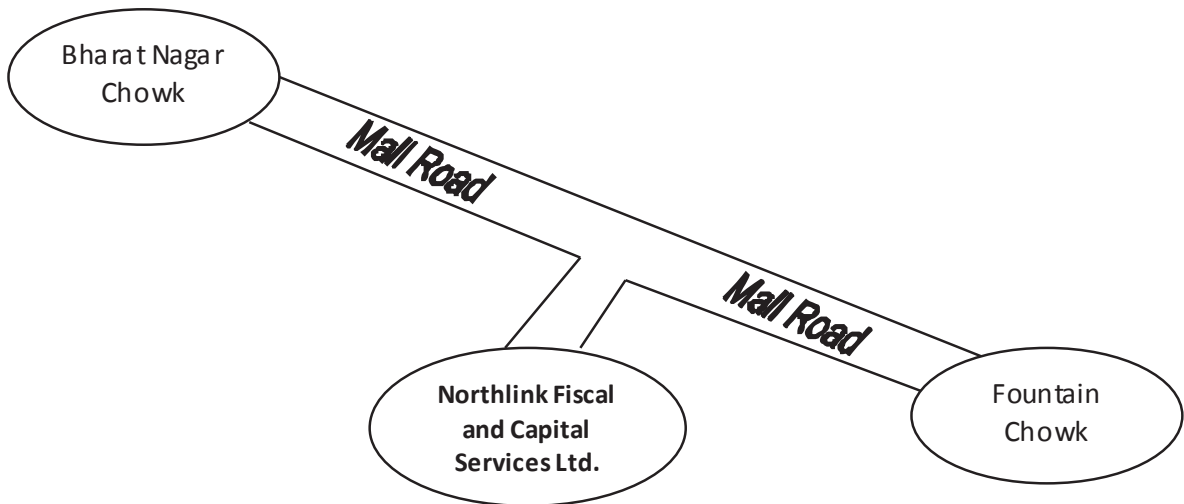
Sd/-
(Shamli Maria)
Director
DIN: 02915048
62-B, Kitchlu Nagar
Ludhiana-141001



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**Venue of AGM of
Northlink Fiscal and
Capital Services Ltd.**





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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 22nd Annual General Meeting of the Company held on Saturday, 24th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 86, Mall Road, Civil Lines, Ludhiana-141001

Signature of Member/Proxy

NOTES :

1. 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

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NORTHLINK FISCAL AND CAPITAL SERVICES LTD.

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

L65921PB1994PLC015365

PROXY FORM

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

Name of the member (s) :

Registered address:

E-mail Id:

Folio No./ Client Id :

DP ID :

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

Name:..... E-mail:

Id:.....Signature:.....,or failing him

Name:..... E-mail:

Id:.....Signature:.....,or failing him

Name:..... E-mail:

Id:.....Signature:.....,or failing him

the as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company held on Saturday, 24th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at 86, Mall Road, Civil Lines, Ludhiana-141001 and at any adjournment thereof in respect of such resolution as are indicated below:



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Resolution No.	Resolution	For	Against
1	To receive, consider and adopt Audited Financial Statements along with reports of the Board Directors and Auditors there on for the financial year ended March 31, 2016		
2	To appoint Smt. Shamli Maria (DIN 02915048), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of Appointment of Statutory Auditor of the Company		
4	To appoint Sh. Inderjit Singh Jassal as an Independent Director of the Company		

Signature of shareholder:

Signed this day of 2016

Signature of Proxy holder(s) :

.....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.