

Corporate Office :
B-27, Infocity, Sector - 34
Gurgaon - 122001, Haryana, India

Tel : +91 124 3054 600
Fax : +91 124 3054 675
Web : www.nutek.in

Registered Office :
A-213, Road No 4, Gali No 11,
Mahipalpur, New Delhi-110037

NU TEK INDIA LIMITED

Friday, April 25, 2014

To,

The Bombay Stock Exchange
Floor 25,
PJ Towers,
Dalal Street
Mumbai-400001

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai-400051

Luxembourg Stock Exchange
Societe de la Bourse
Societe Anonyme
RC Luxembourg B 6222

SUB : Notice of Extra-ordinary General Meeting

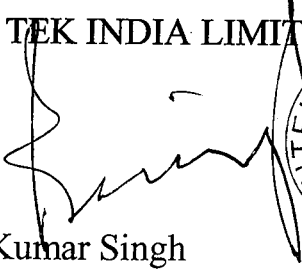
Dear Sir,

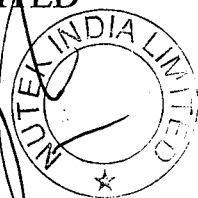
Please find attached herewith Notice of Extra-ordinary General Meeting of the Company to be held on 26 May 2014.

This is for your kind information and records.

Thanking You,

For NU TEK INDIA LIMITED


Sanjay Kumar Singh
Company Secretary & Compliance Officer



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of Members of Nu Tek India Limited will be held on Monday 26th May, 2014 at 11.00 A.M. at the Corporate Office of the company at B-27, Infocity, Sector-34, Gurgaon - 122002 (Haryana) to transact the following business:-

SPECIAL BUSINESS**ITEM NO. 1**

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

“RESOLVED THAT pursuant to provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with schedule XIII as amended, its corresponding amendments and enactments, the consent of the shareholders be and is hereby accorded to pay the remuneration in case of losses or inadequate profit to Mr. Inder Sharma, Chairman and Managing Director for a period of two years with effect from 1st April, 2014, as per the following details:

Basic Salary	Rs.20,00,000.00 per annum
Ex-gratia	Rs.4,00,000.00 per annum

And the other perquisites of Rs.24,00,000.00 will include the following expenses in it-

1. Fuel – 4,200 liters.
2. Medical – Rs.15,000.00
3. Vehmaint- Rs. 96,000.00
4. Telephone- Rs.72,000.00
5. Car lease Value –Actual
6. Road Tax- Actual.
7. Insurance-Actual.
8. Hard furnishing Rs.1,00,000.00
9. LTA- As per company Rule.
10. Provident Fund -Rs.1560 including employees and employers contribution
11. others – cash

In case of profits, Mr. Inder Sharma will be entitled to get salary including the entire perquisite up to the maximum amount of Rs.105,00,000.00 (One crore five Lacs) per annum as per the earlier resolution of the Shareholders dated 30th June, 2011 passed at the annual general meeting, without any further reference to the Shareholders.

FURTHER RESOLVED THAT the appointment of Mr. Inder Sharma approved by the shareholders at their meeting on 30th June 2011 for five year which shall be ending on 31st March, 2016 and after that his reappointment shall be considered as per the provisions of law

ITEM NO. 2

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

“RESOLVED THAT pursuant to provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with schedule XIII as amended, its corresponding amendments and enactments, the consent of the shareholders be and is hereby accorded to the overall limit of the remuneration to be paid to Mr. Vineet Sirpaul, CEO & WTD be and is hereby increased from Rs.40,00,000/- to Rs.48,00,000/- per annum, which also includes the yearly increments to be given to him for next 3 years w.e.f 1st April, 2013 and Mr. Inder Sharma, Chairman and Managing Director be and is hereby authorized to fix any remuneration upto Rs.48,00,000/- per annum. In case of loss or inadequacy

of profit also Mr. Vineet Sirpaul, CEO & WTD will be entitled to get salary upto Rs.48,00,000/- per annum subject to approval of Mr. Inder Sharma. The maximum permissible salary structure would be as follows:

Basic Salary	Rs.24,00,000.00 per annum
And the other perquisites of Rs.24,00,000.00 will include the following expenses in it-	
1.	Fuel – 4,200 liters.
2.	Medical – Rs.15,000.00
3.	Vehmaint- Rs. 96,000.00
4.	Telephone- Rs.72,000.00
5.	Car lease Value –Actual
6.	Road Tax- Actual.
7.	Insurance-Actual.
8.	Hard furnishing Rs.1,00,000.00
9.	LTA- As per company Rule.
10.	Provident Fund -Rs.1560 including employees and employers contribution
11.	others – cash

By the order of the Board

FOR NU TEK INDIA LIMITED

Date: 31st March, 2014
Place- New Delhi

General Counsel &
Company Secretary

NOTES: -

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and, on poll, to vote instead of himself/ herself. Such proxy need not be a member of the company. Proxies in order to be valid and effective must be delivered at the registered office of the company not later than forty eight hours before the commencement of the meeting.
2. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
3. Members are requested to notify immediately, change in their address, if any, to the Company quoting their Folio No.
4. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the special business to be transacted at the meeting is annexed herewith and forms part of the Notice.

By the order of the Board
FOR NU TEK INDIA LIMITED

Date: 31st March, 2014
Place- New Delhi

General Counsel &
Company Secretary

Special Business:-

ITEM NO. 1

Mr. Inder Sharma was appointed as Managing Director under the provisions of Section 198, 309 and Section 269 read with Schedule XIII of the Companies Act, 1956 with effect from 1st April, 2006 at a salary of Rs.60 lakhs per annum by the Board of Directors of the Company, which was subsequently confirmed by the Shareholders of the Company. His salary was then reduced from Rs. 60 lakhs per annum to Rs.48 lakhs per annum by the shareholders at their Annual General Meeting held on 13th September 2006, which was further increased to Rs.96 lakhs per annum by the shareholders at their Extra Ordinary General Meeting held on 27th April 2007. Term of his appointment as managing director was ended at 31st March, 2011. With effect from 1st April, 2011 he has been reappointed as Chairman & Managing Director at a salary of Rs.1.05 Crores per annum including all the perquisite, which was approved by the Shareholders of the Company at the Annual General Meeting on 30th June, 2011. The

aforesaid salary was recommended by the Board after approval of the remuneration committee of the Board which was based on the projections of the company available at the time of approval of the salary by the committee, however due to performance of the company on him there was a need to reconsider salary payable to Mr. Inder Sharma. Mr. Sharma was getting remuneration of Rs.48 lakhs in case of inadequacy of profit with effect from 1st April, 2011 however said approval of the shareholders expired on 31st March 2014 as it was for three years and his term of appointment is valid for two more years. Hence, Board on the basis of approval of remuneration committee recommends passing of the aforementioned resolution as special resolution to enable the company to pay salary to Mr. Sharma up to Rs.48 lakhs in case of inadequacy of profit. The approved salary shall be valid from 1st April, 2014 itself for a period of next 2 years unless otherwise approved by the Shareholders of the company. The appointment of Managing Director has been made in accordance with Schedule XIII of the Companies Act, 1956, which provides for payment of salary to Managing Director not exceeding 5% of the net profit calculated as per the provisions of Section 349, 350 of the Companies Act. Section II of the Schedule XIII provides that where in any financial year during the currency of the tenure of the Managerial Personnel a company has no profit or inadequate profit, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance: - not exceeding the limits mentioned under the said section, which has reference to terms and conditions. As per clause B of the said Section II, of the Schedule XIII of the Act, the company may pay remuneration to Managing Director, not exceeding Rs.48 Lakhs per annum, if the company has complied with the following conditions:

1. It has an effective capital of Rs.100 Crores or more.
2. The payment of such remuneration has been approved by the Remuneration Committee by way of a resolution.
3. The company has not made any default in repayment of any of its debt including public deposits or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managing director.
4. A general information about the industry, company and the managing director as per the requirement of the said section has been provided to the shareholders with notice calling general meeting.

The information as per requirements mentioned above is provided below:

General Information:

1. Nature of industry

The Company is primarily belonging to the telecom infrastructure space. The last two years have been quite challenging for the Telecom Infrastructure market in India due to a number of factors that, amongst others, included cancellation of 122 telecom licenses, policy paralysis, scams, litigations, and clouds of uncertainty. The new roll-outs were affected owing to organizational / management changes at some large Independent Tower Owning companies (IP-1 companies), which delayed the roll-out by these companies. Many a tower sites owned by IP-1 companies, which otherwise were rented-out to the operators whose licenses got cancelled, were dismantled and relocated to other sites where new roll-outs were planned. Consequently, the growth in Telecom Turnkey market was negatively affected owing to lower capex by IP-1 companies. The much hyped 3G and BWA couldn't provide the expected fillip to the market. The response of 3G services too was not that encouraging either.

However, the outlook for the sector looks promising over the two-three years' timeframe. Fresh auctioning of the telecom licenses is slated to happen in the current fiscal year, services on LTE platform too are on the anvil for launch, sector consolidation in terms of M&A could not be ruled out, transparent and conducive policy environment is the hope.

The company has also diversified itself into the trading of commodities for which the shareholders have accorded their consent to change the object clause of the memorandum. However this is in initial stage. The Board of directors believes it will give us good results in time to come.

2. Date or expected date of commencement of commercial production:- The Company was incorporated on 6th July 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-Not applicable

4. Financial performance based on given indicators

Financial Parameters	2011-12 (Rs. in Lakhs)	2012-13 (Rs. in Lakhs)
Turnover(including other Income)	8899	12078
Net Profit / (Loss) as per P & L A/c	219	394
Rate of Dividend	NIL	NIL

5. Export performance and net foreign exchange collaborations Earnings in foreign exchange FY 2012-2013 Rs 515 Lakhs (FY 2011-2012 Rs 351 Lakhs)

6. Foreign Investments or Collaborators, if any Investment in shares – Rs.411crores, Collaborations – NIL

Information about the Appointee:

1. Background Details

Mr. Inder Sharma is BE Electronics and Communication Engineering from North Carolina State University, USA. He has around 25 years of experience in the telecommunication industry. He has worked as MTS (Member Technical Staff) in AT&T on Electronic switching system (5ESS). He has experience in developing firmware for PCB maintenance and involved in setting up of one of the initial GSM network along with Motorola India Ltd. He promoted Nu Tek India Private Limited in 1993. He is responsible for the overall management and supervision of the activities of our Company and for the development of strategies for our future growth as Chairman & Managing Director.

2. Past Remuneration

Financial Years	Amount (In Rs.)
2012-13	49,80,590
2011-12	46,37,000

3. Recognition or awards: Given in the Background Details

4. Job Profile and his suitability

Mr. Inder Sharma, Chairman & Managing Director, is responsible for the day to day management of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

a. **Other information:** The inadequate profit is mainly attributable to the slowdown of the telecom industry in the last two years. However the Board is actively looking at the new business opportunities in the field and has managed to get substantial orders under operation and management activities in the telecom field. The company is also exploring new business opportunities in trading of telecom and other commodities.

b. **Disclosures:** The details of the salary payable to Mr. Inder Sharma and its components have been disclosed in the proposed resolution itself.

None of the directors except Mr. Inder sharma and Sumati Sharma are considered interested in resolution.

ITEM NO. 2

Mr Vineet Sirpaul was appointed as Additional Director on 17th May, 2007 and on the same date he was appointed as Whole Time Director by the Board. Thereafter he has been appointed as CEO since 10th August, 2010. Mr Vineet Sirpaul has been reappointed as CEO and Whole Time Director at a maximum remuneration of Rs.40 lakhs per annum with effect from 17th May, 2012 and Mr. Inder Sharma, Chairman and MD was authorized by the shareholders to fix his salary at any level within this limit. The proposed increase in salary is recommended by the Board after approval of the remuneration committee of the Board considering his increasing responsibilities. The approved salary shall be valid from 1st April, 2013 itself for a period of next 3 years unless otherwise approved by the Shareholders of the company. The appointment of Mr. Vineet Sirpaul has been made in accordance with Schedule XIII of the Companies Act, 1956. Section II of the Schedule XIII provides that where in any financial year during the currency of the tenure of the Managerial Personnel a company has no profit or inadequate profit, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance: - not exceeding the limits mentioned under the said section, which has reference of terms and conditions. As per clause B of the said Section II, of the Schedule XIII of the Act, the company may pay remuneration to Managerial Personnel, not exceeding Rs.48 Lakhs per annum, if the company has complied with the following conditions:

1. It has an effective capital of Rs.100 Crores or more.
2. The payment of such remuneration has been approved by the Remuneration Committee by way of a resolution.
3. The company has not made any default in repayment of any of its debt including public deposits or debentures or interest payable there on for a continuous period of thirty days in the preceding financial year before the date of appointment of such managing director.
4. A general information about the industry, company and the managing director as per the requirement of the said section has been provided to the shareholders with notice calling general meeting.

The information as per requirements mentioned above is provided below:

General Information:**1. Nature of industry**

The Company is primarily belonging to the telecom infrastructure space. The last two years have been quite challenging for the Telecom Infrastructure market in India due to a number of factors that, amongst others, included cancellation of 122 telecom licenses, policy paralysis, scams, litigations, and clouds of uncertainty. The new roll-outs were affected owing to organizational / management changes at some large Independent Tower Owning companies (IP-1 companies), which delayed the roll-out by these companies. Many a tower sites owned by IP-1 companies, which otherwise were rented-out to the operators whose licenses got cancelled, were dismantled and relocated to other sites where new roll-outs were planned. Consequently, the growth in Telecom Turnkey market was negatively affected owing to lower capex by IP-1 companies. The much hyped 3G and BWA couldn't provide the expected fillip to the market. The response of 3G services too was not that encouraging either.

However, the outlook for the sector looks promising over the two-three years' timeframe. Fresh auctioning of the telecom licenses is slated to happen in the current fiscal year, services on LTE platform too are on the anvil for launch, sector consolidation in terms of M&A could not be ruled out, transparent and conducive policy environment is the hope. The company has also diversified itself into the trading of commodities.

2. Date or expected date of commence of commercial production:-The Company was incorporated on 6th July 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-Not applicable

4. Financial performance based on given indicators

Financial Parameters	2011-12 (Rs. in Lakhs)	2012-13 (Rs. in Lakhs)
Turnover(including other Income)	8899	12078
Net Profit / (Loss) as per P & L A/c	219	394
Rate of Dividend	NIL	NIL

5. Export performance and net foreign exchange collaborations: Earnings in foreign exchange FY 2012-2013 Rs 515 Lakh, (FY 2011-2012 Rs 351 Lakhs)

6. Foreign Investments or Collaborators, if any :Investment in shares – Rs.411 Cr. &Collaborations – NIL

Information about the Appointee:**1. Background Details**

Mr. Vineet Sirpaul is graduate Electronics Engineer from Bombay University and has done PGDBM from “Institute for Integrated Learning in Management” (IILM), Delhi. He joined our company in July 1996 and has worked in various management positions. He became director of our company in May 2007 and is responsible for Business Development and client’s coordination. During his tenure in our company, he has contributed towards developing and putting into practice various policies to improve organizational performance including policies related with HR,Project Management Basics, Quality, Responsiveness and Organization Restructuring. He has been appointed as CEO since 10th August, 2010.

2. Past Remuneration

Financial Years	Amount (In Rs.)
2012-13	29,59,611
2011-12	28,26,276

3. Recognition or awards: Given in the Background Details

4. Job Profile and his suitability

Mr. Vineet Sirpaul, CEO & Whole Time Director, is responsible for the day to day management of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors. He looks after the entire business developments, customer relations and day to day activities of the company. All functional heads report to him.

a. **Other information:** The inadequate profit is mainly attributable to the slowdown of the telecom industry in the last two years. However the Board is actively looking at the new business opportunities in the field and has managed to get substantial orders under operation and management activities in the telecom field. The company is also exploring new business opportunities in trading of telecom and other commodities.

b. **Disclosures:** The details of the salary payable to Mr. Vineet Sirpaul and its components have been disclosed in the proposed resolution itself.

None of the Directors are deemed to be interested in the resolution.

By the order of the Board FOR
NU TEK INDIA LIMITED

Date: 31st March, 2014
Place- New Delhi

General Counsel &
Company Secretary

PROXY FORM

NU TEK INDIA LIMITED,**Regd. Office:** A-213, Road No. 4, Gali No. 11, Mahipalpur, New Delhi-110037**Corporate Office:** B-27, Infocity, Sector-34, Gurgaon (Haryana)

I/We _____ Of _____
In the District of _____
Being a member / members of the above-named Company, hereby appoint Mr./Miss/Mrs.
of _____ in the district of _____

As my / our proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, the 26th day of May, 2014 at 11.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2007
No. of Shares held _____ Ref. No. / L. F. No. _____
Signature (s) _____

Address: _____

Affix 15 paisa Revenue Stamp

Note : The proxy must be deposited at the Registered Office/Corporate Office of the Company not less than 48 hours before the time for holding the meeting.

-----x-----TEAR-----HERE-----x-----

Attendance Sheet**NU TEK INDIA LIMITED****Regd. Office:** A-213, Road No. 4, Gali No. 11, Mahipalpur, New Delhi-110037**Corporate Office:** B-27, Infocity, Sector-34, Gurgaon (Haryana)

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Monday, the 26th day of May, 2014 at 11.00 A.M., at B-27, Infocity, Sector-34, Gurgaon Haryana

Name of the Member/ Proxy _____
(in block letters)
Reference Folio _____ No. of Shares held _____

Signature of the Member/Proxy _____

Note: 1. please complete this attendance slip and hand it over at the entrance of the venue of the Meeting.