



24TH ANNUAL REPORT

2016-17

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BOARD OF DIRECTORS

Mr. Inder Sharma, Chairman cum Managing Director
Mrs. Sumati Sharma, Director
Mr. Ayub Yaegaung Younes, Director
Mr. Amar Sarin, Independent Director
Mr. Rajiv Kumar, Independent Director

COMPLIANCE OFFICER & COMPANY SECRETARY

Ms. Bhawani Charak

CHIEF FINANCIAL OFFICER (CFO)

Mr. Ashish Bankar

STATUTORY AUDITORS

M/s Sumanjeet Agarwal & Co. Chartered Accountants
516, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi- 110001
Telephone: 011 -43549486
Email: sumanjeet68@yahoo.co.in

INTERNAL AUDITORS

M/s MRKS & Associates,
Chartered Accountants
1218, Tower II, Pearls Omaxe
Netaji Subhash Place, Pitampura-110034, New Delhi
T +91 9899709095
E mail: sunil.garg@mrks.co.in

SECRETARIAL AUDITORS

Sharma & Associates
Company Secretaries
185/5, Vikas Colony, Lower Roopnagar,
Near Sai Baba Mandir, Jammu-180013

REGISTRAR AND TRANSFER AGENTS

AARTHI Consultants Private Limited
1-2-285, Domalguda, Hyderabad-500029
Tel: +9140 4012 8274
E-mail: info@arthiconsultant.com
Website: www.arthiconsultant.com

REGISTERED OFFICE

A-213, Road no.-4, Gvali no.-11
Mahipalpur, New Delhi-110037
Tel: +9111 3269 4477

CORPORATE OFFICE

B-27, Infocity, Sector-34
Gurgaon- 122001 (Haryana)
Tel: +91124 612 4600

BANKERS

State Bank of India
Commercial Branch, Palm Court
Gurgaon-122002

CIN: L74899DL1993PLC054313

Website: www.nutek.in

E-mail: info@nutek.in

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 24th Annual General Meeting of the members of M/s Nu Tek India Limited will be held on as per schedule given below:

Day : Friday
Date : 15th December, 2017
Time : 11.30 A.M.
Venue : Hotel Ramhan, NH 8, Mahipalpur Extension, Delhi-110037

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements for the Financial Year ended 31st March, 2017 together with Report of the board of directors and Auditor Report thereon;
 - b. The Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2017 together with the Report of Auditors thereon.
2. To appoint a director in place of Mrs. Sumati Sharma (**DIN 00034084**), who retires by rotation and being eligible, offers herself for Re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any Statutory modifications or re-enactments thereof for the time being in force), the company hereby ratifies the appointment of M/s Sumanjeet Agarwal & Co., Chartered Accountant, as Statutory Auditors of the Company to hold office from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company and on such remuneration as may mutually agreed between the Board of Directors and the Auditors.”

4. Appointment of Branch Auditor to audit the accounts of the branches of the company situated in countries outside India: To Consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 143 (8) and other applicable provisions of Companies Act, 2013 and rules framed thereunder (including any Statutory Modifications or re-enactments thereof), the consent of the members of the company be and is hereby accorded to the board of directors of the company to appoint Branch Auditors for any branch office of the company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Statutory Auditor of the Company, any person (s) who is/are qualified to be appointed as Branch Auditor within the provisions of Section 143 (8) of the Companies Act, 2013 and to fix their remuneration.”

5. Appointment of Mr. Ayub Yaugaung Younes as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being enforce) and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the company be and is hereby accorded to appoint Mr. Ayub Yaugaung Younes as Independent Director of the Company who has already been appointed as Non-executive Director of the company on 30.08.2014 and he is not liable to retire by rotation.

RESOLVED FURTHER THAT the consent in Form DIR 2 and Declaration under Section 149 (7) of Companies Act, 2013 as received from Mr. Ayub Yaugaung Younes as placed before the board has been taken on record and the appointment of Mr. Ayub Yaugaung Younes as Independent Director is made w.e.f from 23.12.2016 for a period of 5 Years and on such terms and conditions and remuneration as may be mutually decided by Mr. Ayub Younes and Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Inder Sharma, Managing Director of the company and Ms. Bhawani Charak, Compliance Officer & Company Secretary of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the above mentioned resolution including signing.”

By the Order of the Board
For Nu Tek India Limited

Date: 20.11.2017
Place: Delhi

Bhawani Charak
Company Secretary

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to Section 105 of the Companies Act, 2013 a Person can act as a proxy on behalf of the members not exceeding fifty and holding in 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 proxy and such person shall not act as proxy for some other person.

2. Corporate Members intending to send their authorised representatives to attend Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution together with the respective specimen signatures of those representative authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. Members whose shares are held in Demat Form are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Ordinary Business at the meeting, is annexed hereto.
5. The Register of Members and Share Transfer Book will remain closed from 11th December, 2017 to 15th December, 2017 (both days inclusive) for the purpose of 24th Annual General Meeting (AGM) of the Company to be held on 15th December, 2017.
6. Members/proxies should bring the attendance slip duly filled in for attending the meeting and should present the same at the entrance of the hall.
7. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment.
8. Physical copies of the Notice of the 24th Annual General Meeting of the Company and Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode and a copy of the same can also be downloaded from the company's website www.nutek.in.
9. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company.

10. Members having shares in physical form are requested to notify change in their address to the Company's Registrar and Share Transfer Agent **M/s Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500029. Ph. 040-27638111, 27634445, 27642217.** Members holding shares in electronic form are requested to notify changes in their address to their depository participant. Members are also requested to update their email ID with their respective depository participants.
11. Since the Company's share are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialized their shares at the earliest.
12. Pursuant to the provisions of Section 124 and 125 of Companies Act, 2013, the company has transferred the un-claimed Final dividend and Un-claimed Shares for the Year 2009 to Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions for uploading of the transfer information as per Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017, the Company has uploaded all the information related to the transfer of Unclaimed on its website www.nutek.in under the head Investor Information on home its page.

13. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of SEBI (Listing Obligations and Disclosure

Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting.

Services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 12th December, 2017, (9.00 a.m.) and ends on Thursday, 14th December, 2017, (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 08th December, 2017 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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).

- (ix) After entering these details appropriately, click on “**SUBMIT**” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a Compliance User should be created using the admin login and . 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.
- (xx) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com .

B. Other Instructions:

- The e-voting period commences on Tuesday, 12th December, 2017, (9.00 a.m.) and ends on Thursday, 14th December, 2017, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 08th December, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 08th December, 2017.
- AmitVohra& Associates, Company Secretarieshas been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website i.e. www.nutek.in.

- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Amit Vohra & Associates, Company Secretaries having corporate office at J-4, Mukhram Garden, Tialk Nagar, New Delhi-110018, not later than Thursday, 14th December, 2017 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ipo@nutek.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Thursday, 14th December, 2017 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid. A member who voted through e-voting cannot cast vote at the AGM although they can attend the AGM but not entitle to vote.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nutek.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 24th (Twenty Four) AGM of the Company on December 15, 2017 and communicated to the Stock Exchanges, where the shares of the Company are listed.

By the Order of the Board
For Nu Tek India Limited

Date: 20.11.2017
Place: Delhi

Bhawani Charak
Company Secretary

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 Special Business

Item No. 5

Mr. Ayub Yaegaung Younes was appointed as Additional Director of the company on 30.08.2014 till AGM and in the AGM of the company dated 29.09.2014 his appointment was regularized and appointed as Non-Executive Director of the company.

During the year under review, Ms. Nitika has resigned from the post of Independent Director of the company and after her resignation, the Company consists of Five Directors which includes Mr. Inder Sharma as Managing Director, Mrs. Sumati Sharma as Non-Executive Women Director, Mr. Amar Sarin as Independent Director, Mr. Rajiv Kumar as Independent Director and Mr. Ayub Yaegaung Younes as Non-Executive Director, in order to comply with the Provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company needs to appoint an Independent Director.

Keeping in view the experience and knowledge of Mr. Ayub Yaegaung Younes, the management of the company recommended his appointment as Independent Director of the company and he has been appointed as Independent Director of the Company with the approval of Board of Directors of the company on 23.12.2016 subject to the approval of the Members of the company at the ensuing General Meeting.

Therefore, the members of the company requires to approve the appointment of Mr. Ayub Yaegaung Younes as Independent Director of the company by way of passing of Ordinary Resolution. None of the Director, Manager and KMP of the Company and their relatives is concerned or interested, financially or otherwise in the resolution mentioned in Item No. 5. Brief Resume of Mr. Ayub Yaegaung Younes

Mr. Ayub Yaegaung Younes is Graduate in Bachelor of Science, Electrical Engineering by qualifications. He is having more than 20 years of experience in various fields covering Account Management and sales, Project implementation and control, International branch development and management, Process engineering and Network Optimization, Software design, coding, testing and support.

Name of the Director	Mr. Ayub Yaegaung Younes
Date of Birth	15th November, 1968
Qualification	Graduate in Bachelor of Science
Expertise	More than 20 years of experience in various fields covering Account Management and sales, Project implementation and control, International branch development and management, Process engineering and Network Optimization, Software design, coding, testing and support.
Board Membership of other Companies as on 31st March, 2017	NIL
Chairman/Membership of Committee of other companies as on 31st March, 2017	NIL
No. of Shares	NIL

By the Order of the Board
For Nu Tek India Limited

Date: 20.11.2017
Place: Delhi

Bhawani Charak
Company Secretary

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313

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

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675 www.nutek.in, E-mail: info@nutek.in

PROXY FORM

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

24th Annual General meeting

Name of member(s) :	
Registered address :	
E Mail Id:	
Folio No. / DP ID – Client ID:	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name _____ Email: _____

Address: _____

Signature _____ or failing him/her

2) Name _____ Email: _____

Address: _____

Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, 15th December, 2017 at 11.30 A.M. at Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Ordinary Business	Resolutions YES	Optional* NO
1.	a. Adoption of Standalone Financial Statements for the Year ended 31st March, 2017 together with Auditor Report and Report of the board of directors thereon. b. Adoption of Consolidated Financial Statements for the Year ended 31st March, 2017 together with Auditor Report.		
2.	Ratification of Statutory Auditor of the Company		
3.	Re-appointment of Mrs. Sumati Sharma, who retires by rotation		
4.	Appointment of Branch Auditors		
Special Business			
5.	Appointment of Mr. Ayub Yaeguang Younes as Independent Director of the company		

Signed this day of 2017.

Signature of the member

Signature of the Proxy Holder(s)

Notes:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
3. Please complete all details including detail of member(s) in above box before submission.

NU TEK INDIA LIMITED

CIN No.: L74899DL1993PLC054313

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

Corporate office: B-27, Infocity, Sector- 34, Gurgaon- 122001

Tel: 0124-6124600 Fax: 0124-6124675 www.nutek.in, E-mail: info@nutek.in

Attendance Slip**Folio No./ DP ID / Client ID:****Number of shares held:**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company at the Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 on 15th December, 2017 at 11.30 A.M.

.....
Name of the Member / Proxy
(in BLOCK letters).....
Signature of the Member / Proxy**Notes:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Physical copy of Annual Report for the financial period ended on 31.03.2017 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy and a copy of the same can also be downloaded from company's website www.nutek.in.