



NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** will be held on Wednesday, 26.09.2018 at 03.00 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, 2018 including Audited Balance Sheet as at March 31, 2018, 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 is liable to retire by rotation and being eligible, offer herself for re-appointment.
3. **To Appoint Statutory Auditors and fix their remuneration.**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. Parmod G Gupta & Associates, Chartered Accountants, Ludhiana, (FRN 018870N), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company, as per the provisions of the Companies Act, 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors

SPECIAL BUSINESS:-

4. **To appoint Ms. Gargee Sehgal as an Non-Executive Director of the Company**

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), Ms. Gargee Sehgal (DIN: 08146678) who was originally appointed as an Additional Director of the Company by the Board of Directors at its meeting held on



June 08, 2018 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 along with 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 Non-Executive Director of the Company, liable to retire by rotation.”

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.”

5 To Appoint Smt. Shamli Maria as a Managing Director of the company

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 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force) subject to such other consents as may be necessary, the approval of the members of the company be and is hereby accorded to appoint Smt. Shamli Maria (DIN 02915048) as a Chairman cum Managing Director of the company whose period of office is liable to be retire by rotation with a remuneration of Rs. 30,000/- per month for a period of 5 years w.e.f. 15/08/2018 plus other allowances as may be applicable to other employees of the Company with liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed by Smt. Shamli Maria Chairman cum Managing Director of the company.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Smt. Shamli Maria, the above mentioned remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Smt. Shamli Maria Whole Time Director of the Company as permissible under the Companies Act, 2013.”



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“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alteration and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

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

	sd/-	sd/-
	(Sunny Maria)	(Shamli Maria)
	Managing Director	Director
	DIN 01006699	DIN 02915048
Place: Ludhiana	62-B, Kitchlu Nagar	62-B, Kitchlu Nagar
Date: 14.08.2018	Ludhiana-141001	Ludhiana-141001

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 18th September, 2018 to 26th September, 2018 (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 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 24th 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 17.09.2018 (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 23rd September, 2018 at 9:00 AM and ends on 25th September, 2018 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.



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- 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,
 - 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



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'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.
- 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 17.09.2018 may follow the same instructions as mentioned above for e-voting.



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- 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.

NOTE: - Special Attention given towards a notification issued by SEBI as on 08.06.2018 regarding amendment to Regulation 40 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) regulation with reference to mandatory dematerialization for transfer of securities.

As per the aforesaid amendment, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the demat form with a depository. The same will be effective from December 05, 2018.

Kindly note that with effect from December 05, 2018, transfer of such securities in physical form will not be allowed except in case of transmission or transposition of securities.

Shareholders of company, who holds shares in the form of physical share certificate, can approach to the Company or Depository Participant to dematerialize such securities.

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

	sd/-	sd/-
	(Sunny Maria)	(Shamli Maria)
	Managing Director	Director
	DIN 01006699	DIN 02915048
Place: Ludhiana	62-B, Kitchlu Nagar	62-B, Kitchlu Nagar
Date: 14.08.2018	Ludhiana-141001	Ludhiana-141001



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

ITEM NO. 3

M/s. Parmod G. Gupta & Associates, Chartered Accountants, Ludhiana, (FRN 018870N), appointed as statutory auditors of your company in the 20th AGM held on 27.09.2014 who shall hold the office upto the conclusion of 24th AGM of the company.

The terms of the Parmod G. Gupta & Associates, comes to an expire in this ensuing annual general meeting.

Further as per Sec 139 (2) of the Companies Act, 2013, auditor firm can be appointed as statutory auditors of the company for two terms of five consecutive years. In this regard, retiring statutory auditors are eligible for the re-appointment for further five consecutive years.

In this regard, board of directors has received their consent for further re-appointment and certificate regarding their eligibility for re-appointment. Boards of Directors recommend to member of the company to approve their appointment as statutory auditors of the company for consecutive five years and fix their remuneration as resolution mentioned in the no. 3 of the notice.

ITEM NO. 4

As recommended by Nomination and Remuneration Committee, Ms. Gargee Sehgal (DIN 08146678) was appointed as an Additional Director (Independent Category) of the Company with effect from 08.06.2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Ms. Gargee Sehgal holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director.

Further to meet the requirement of the Companies Act, 2013, recommended by Nomination and Remuneration Committee, board of directors in their meeting held on 14.08.2018 designate her as NON Independent NON Executive director w.e.f. 15.08.2018, under the category of liable to retire by rotation.

The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director. Accordingly, approval of Shareholders is required for appointment of Ms. Gargee Sehgal as Non-Executive Director of the Company. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the



ITEM NO. 5

To meet the requirement of Company Act, 2013 the Board of Directors in their meeting held on 14.08.2018 and also on the basis of recommendation of the Nomination and Remuneration Committee, proposed to appoint Smt. Shamli Maria (DIN 02915048), as Chairman cum Managing Director of the Company at a remuneration of RS. 30,000/- per month for a period of 5 years w.e.f. 15.08.2018 subject to the approval of members of the company

The term of directorship of Smt. Shamli Maria will be under the category of liable to retire by rotation. Smt. Shamli Maria who is existing director in the board, is having very rich experience in relation to administration of business. It would be in the interest of the Company to appoint her as a Managing Director of the Company.

Pursuant to provision of Sec. 197 read with Schedule V of the Companies Act 2013, in the absence of inadequacy of profits in any financial year the remuneration as set out in the resolution to be paid as the minimum remuneration to Smt. Shamli Maria. The Board of Directors recommends the above resolution for your approval.

Smt. Shamli Maria, being the appointee herself and Sh. Sunil Dutt Maria, Chief Executive Officer and Smt. Anuradha Rani Chief Financial Officer, being relative of Smt. Shamli Maria are interested in the proposed resolution.

Except them, none of the Directors or Key Managerial Personnel is interested in the resolution. The above may be treated as an abstract of the terms and conditions of the designation of Smt. Shamli Maria pursuant to Section 197 of the Companies Act, 2013.

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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.

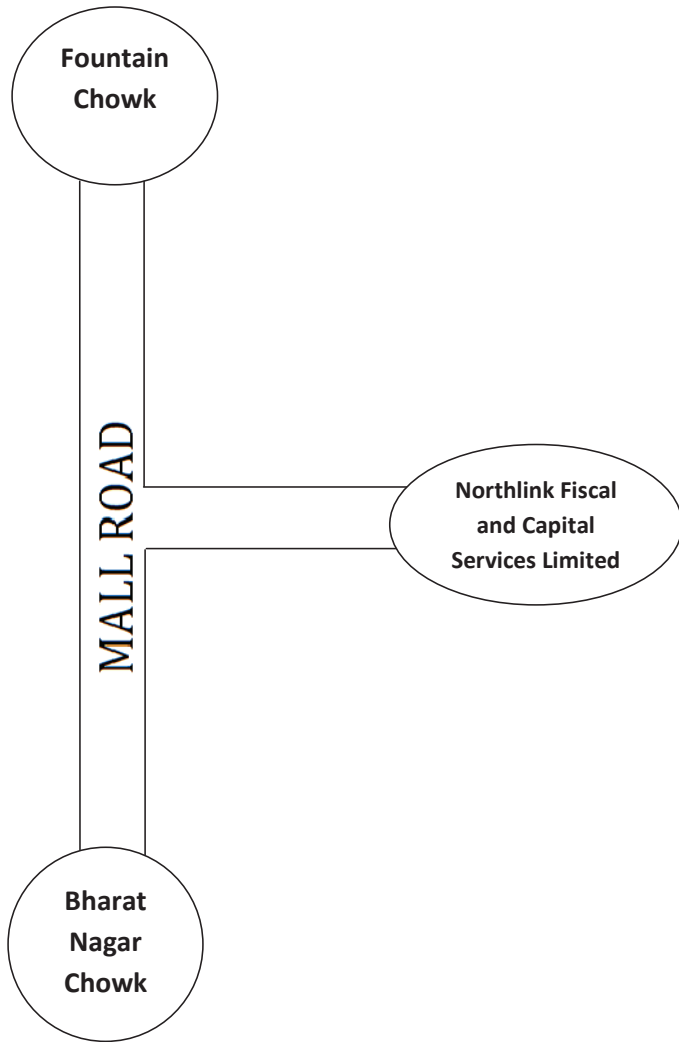
Name of the Director	Smt. Shamli Maria	Ms. Gargee Sehgal
Date of Birth	25/04/1988	20/07/1994
Date of Appointment	15/08/2018	08/06/2018
Qualification	Graduate	Graduate
Expertise in Specific functional Area	She has 5 Years of experience in Business Administration and expertise skills in the field of finance.	She is started her career having vision to focus on implementation of policies of the company to enhance the market.
No. of Shares Held in the Company	8,56,291	NIL
Directorships held in other companies	NIL	NIL
Position held in mandatory committees of other companies	NIL	NIL
Relationship with other Directors	Daughter in Law of SH. Sunil Dutt Maria (CEO) and Smt. Anuradha Rani (CFO) of the Company.	NIL

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

Place: Ludhiana	sd/- (Sunny Maria) Managing Director DIN 01006699	sd/- (Shamli Maria) Director DIN 02915048
Date: 14.08.2018	62-B, Kitchlu Nagar Ludhiana-141001	62-B, Kitchlu Nagar Ludhiana-141001



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





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 24th Annual
General Meeting of the Company held on Wednesday 26.09.2018 at 03.00 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, 2018		
2.	Re-appointment of Smt. Shamli Maria (DIN 02915048) as a Director liable to retire by rotation.		
3.	Appointment of Parmod G Gupta & Associates as Statutory Auditors of the company for 5 years.		
4.	To Appoint Ms. Gargee Sehgal as Non-Executive Director of the company.		
5.	To approve the appointment and remuneration of Smt. Shamli Maria as Chairman Cum Managing Director of the company.		

Signed this..... day of..... 2018.

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 48hours before the commencement of the meeting



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 24th Annual General Meeting of the Company held on Wednesday, 26.09.2018 at 03.00 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