



CORRIGENDUM I TO THE NOTICE OF EGM



NETTLINXLIMITED

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CORRIGENDUM I TO THE NOTICE OF THE (01/2024-25) EXTRA-ORDINARY GENERAL MEETING **NETTLINX**

Nettlinx Limited (“Company”) has issued a notice dated February 03, 2025 for convening the Extraordinary General Meeting on Wednesday, 05th day of March, 2025 at 11.00 A.M.

1. This is to inform you that the special resolution titled " **Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis**" which was included in the notice of the Extraordinary General Meeting scheduled on Wednesday, 05th day of March, 2025 at 11.00 A.M, is hereby altered.

1. Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 96,17,800(Ninety Six lakhs Seventeen Thousand Eight Hundred Only) Convertible Warrants (“Warrants”) entitling the warrant holder to issue price of ₹ 85/- (Rupees Eighty Five only) determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, and the said warrants are liable to be converted into 96,17,800 (Ninety Six lakhs Seventeen Thousand Eight Hundred Only) equity shares at an issue price of Rs. 85/- per share (including a premium of Rs. 75/- per share) on such other terms and conditions as may be determined by the Board in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following ‘Proposed Allottees’ as detailed herein below:

S.No	Names	Category	Maximum No. of Warrants to be Allotted
1.	SARITA SUNIL MANE	Non Promoter	174800
2.	JYOTI NALAWADE	Non Promoter	113000
3.	CHAITALI AMIT MANJAREKAR	Non Promoter	120000
4.	JAMEER AYUB ATAR	Non Promoter	104000
5.	GANESH SONAWANE	Non Promoter	110000
6.	ASHISH JADHAV	Non Promoter	108000
7.	SIDDHANT AGARWAL	Non Promoter	114400
8.	ARATI PRASHANT AWATE	Non Promoter	112000
9.	SONALI SHARAD BHAMRE	Non Promoter	118000
10.	GEETA HINGORANI	Non Promoter	112500
11.	ANKITA SASE	Non Promoter	125500
12.	ABHIJIT GODAKE	Non Promoter	112500
13.	RESHMA JAGANNATH KEMBARI	Non Promoter	113500
14.	SWATI MAHENDRA KAMBLE	Non Promoter	106700
15.	SAYLI AKSHAY SHELKE	Non Promoter	114500
16.	MAMTA MANE	Non Promoter	105400
17.	RADHIKA SHELLAR	Non Promoter	112500
18.	MISHTI TRADERS LLP	Non Promoter	187000
19.	MOONLIGHT MULTITRADE LLP	Non Promoter	182000
20.	JOYDEEP COMMOALES LLP	Non Promoter	206500
21.	RUKHMANI GARMENTS LLP	Non Promoter	175000
22.	AKARSHIKA TRADERS LLP	Non Promoter	175000
23.	MAHASHALI TRADEWING LLP	Non Promoter	196000
24.	GAJRAJ COMMOALES LLP	Non Promoter	198250
25.	BETAL TRADERS LLP	Non Promoter	175000
26.	VAISHALI COMMOALES LLP	Non Promoter	196000
27.	JAISAL VIN-TRADE LLP	Non Promoter	197000
28.	BIRVA TRADING LLP	Non Promoter	198000
29.	DAM COMMOALES LLP	Non Promoter	188500
30.	WHAMIA TRADERS LLP	Non Promoter	187000
31.	RAJMISH TRADERS LLP	Non Promoter	198500
32.	JAGJIVAN MULTI TRADE LLP	Non Promoter	184500
33.	SUNAYNA INVESTMENT CO. LTD	Non Promoter	199250
34.	KANGNA TRADEWING	Non Promoter	50000
35.	BALAJI COMMOALES	Non Promoter	195000
36.	JAGRUTI TRADELINK	Non Promoter	198000
37.	KALPANA COMMOALES	Non Promoter	175000
38.	JAISAL TRADEWING	Non Promoter	198000
39.	HANSRAJ TRADERS	Non Promoter	165000
40.	BHAGWATI TRADERS	Non Promoter	185000
41.	SUNDARAM INVESTMENT	Non Promoter	95000
42.	SHIVAM VENTURES	Non Promoter	105000
43.	RENUKA TRADING	Non Promoter	110000
44.	MAAHIR CONSULTANTS	Non Promoter	93000
45.	RSWM FINCAP PVT LTD	Non Promoter	123000
46.	SAMALKHA SHARES CONSULTANTS LLP	Non Promoter	120000
47.	K N CONSULTANTS	Non Promoter	115000
48.	EVA EXPORTERS PVT LTD	Non Promoter	120000
49.	ZAG CONSTRUCTIONS LLP	Non Promoter	600000
50.	KABIR VENTURES LLP	Non Promoter	650000
51.	WHITEWORK VENTURES LLP	Non Promoter	650000
52.	TWINTURBO PLATFORMS LLP	Non Promoter	650000
Total			9617800

Note: Following proposed allottees was part of Preferential issue, which was mentioned on the board resolution as well as the outcome of the board meeting, but now both are excluded from the list of proposed allottees as approved by the Board of Directors due to the sale of shares during the 90 trading days and other reasons preceding the Relevant Date:

1. Rajan Gupta
2. Maa Vaishno Venture
3. Matrix Dotcom Infonet PVT LTD

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, without prejudice to the generality of the above, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The “Relevant Date” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is Monday, 03rd February 2025, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed at this Extraordinary General Meeting i.e. Wednesday, 05th March 2025.

b) The amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.”

c) The said Warrant(s) shall be issued and allotted to the Non - Promoters within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of ₹ 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.

g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

m) The Company shall provide the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulations.

n) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”



“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to Equity Shares or Warrants, as the case may be.

“RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only upon allotment of Warrants by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable guidelines, notifications, rules and regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

I. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;

II. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including making applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

III. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

IV. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

V. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations.

VI. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);

VII. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit

by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

2. Item no. 1 of the Explanatory Statement to the EGM Notice, shall be substituted and read as under:

The Special Resolution as mentioned above proposes to authorize the Board of Directors to issue and allot up to **96,17,800 convertible warrants** at an issue price of Rs.85/- each on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The Company needs to raise additional funds to meet the working capital requirements, general corporate purposes, expansion of business of the company and also to augment the required funds for the proposed future projects of the Company. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated 03rd February, 2025 have proposed to create, offer, issue and allot up to 96,17,800 (Ninety Six lakhs Seventeen Thousand Eight Hundred Only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ` 10/- (Rupee Ten Only) (“Equity Share”) each (“Warrants”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.85.00/- (Rupees Eighty Five Rupees only) each to be payable in cash (“Warrant Issue Price”), aggregating upto Rs.81,75,13,000/- (Rupees Eighty One Crores Seventy Five Lakhs Thirteen Thousand Only) (“Total Issue Size”) on a preferential basis to the certain other identified non Promoters/ persons (“Warrant Holder(s)” / “Proposed Allottee(s)”), on preferential basis.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 (“Act”) as well as Regulation 160 of the ICDR Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item No.1 of this Notice.



The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

a. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;

b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be **Monday, 03rd day of February, 2025**;

c. In accordance with the applicable provisions of the ICDR Regulations an amount of Rs.21.25/- (Rupees Twenty One and twenty Five Paise Only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");

d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs.63.75/- (Rupees Sixty Three and Seventy Five Paise only) being 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;

e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations;

h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank paripassu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;



j. The allotment of the Warrants is subject to the Proposed Allottees and any of the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Monday, February, 3, 2025. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

k. None of the person belonging to promoter / promoter group has previously subscribed to warrants of the Company but has failed to exercise the warrants.

A. Issue of upto 96,17,800 warrants to the Non-promoters/ Objects of the preferential issue:

To meet the working capital requirements, general corporate purposes, expansion of business of the company and also to augment the required funds for the proposed future projects of the Company.

B. Disclosures/The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

The Company is in need of additional funds for meeting the working capital requirements, general corporate purposes, expansion of business of the company and to augment the required funds for the proposed future projects of the Company by issue of 96,17,800 convertible warrants to the Non promoters on preferential basis.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 03.02.2025 has approved to issue up to 96,17,800 convertible warrants at an issue price of Rs.85/- each subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

None of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed warrants are converted into equity shares):

Sl. No	Category	Pre Issue Holding			Post Issue Holding	
		No. of Equity shares	% of shares	Proposed Issue Warrants	No. of shares	% of Shares
A	Promoter Shareholding					
1	Promoters	12513885	51.76	-	12513885	37.03
	Sub-Total (A)	12513885	51.76	-	12513885	37.03
B	Public Shareholding					
1	Institutions	122380	0.51	-	122380	0.36
2	Non-Institutions					
(i)	Bodies Corporate	2065476	8.54	5761700	7827176	23.17
(ii)	Individuals	9331350	38.6	3856100	13187450	39.02
(iii)	NRIs	141533	0.59	-	141533	0.41
(iv)	Clearing Members	2000	0.01	-	2000	0.01
	Sub-Total (B)	11662739	48.24	9617800	21280539	62.97
	Grand Total (A+B)	24176624	100.00	9617800	33794424	100.00

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- The holder of warrants will have an option to apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches.
- Upon receipt of the full payment as above, the Board shall allot one Equity Share per each Warrant by appropriating Rs. 10/- towards Equity Share Capital and the balance towards Equity Share premium.
- If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.

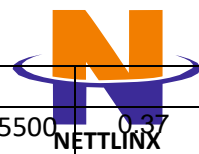
d. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.

e. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

S. No	Name of the proposed Investor	Entity Status	Category Status (Promoter /Non-Promoter)	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre issue shareholding		Post- issue Shareholding*	
						No. of Shares	%	No. of Shares	%
1.	SARITA SUNIL MANE	Individual	Non-Promoter	Individual	14858000	0	0	174800	0.52
2.	JYOTI NALAWADE	Individual	Non-Promoter	Individual	9605000	0	0	113000	0.33
3.	CHAITALI AMIT MANJAREKAR	Individual	Non-Promoter	Individual	10200000	0	0	120000	0.36
4.	JAMEER AYUB ATAR	Individual	Non-Promoter	Individual	8840000	0	0	104000	0.31
5.	GANESH SONAWANE	Individual	Non-Promoter	Individual	9350000	0	0	110000	0.33
6.	ASHISH JADHAV	Individual	Non-Promoter	Individual	9180000	0	0	108000	0.32
7.	SIDDHANT AGARWAL	Individual	Non-Promoter	Individual	9724000	0	0	114400	0.34
8.	ARATI PRASHANT AWATE	Individual	Non-Promoter	Individual	9520000	0	0	112000	0.33
9.	SONALI SHARAD BHAMRE	Individual	Non-Promoter	Individual	10030000	0	0	118000	0.35
10.	NETTLINX LIMITED	Individual	Non-Promoter	Individual	9562500	0	0	112500	0.33



	HINGORANI		Promoter						
11.	ANKITA SASE	Individual	Non-Promoter	Individual	10667500	0	0	125500	0.37
12.	ABHIJIT GODAKE	Individual	Non-Promoter	Individual	9562500	0	0	112500	0.33
13.	RESHMA JAGANNATH KEMBARI	Individual	Non-Promoter	Individual	9647500	0	0	113500	0.34
14.	SWATI MAHENDRA KAMBLE	Individual	Non-Promoter	Individual	9069500	0	0	106700	0.32
15.	SAYLI AKSHAY SHELKE	Individual	Non-Promoter	Individual	9732500	0	0	114500	0.34
16.	MAMTA MANE	Individual	Non-Promoter	Individual	8959000	0	0	105400	0.31
17.	RADHIKA SHELLAR	Individual	Non-Promoter	Individual	9562500	0	0	112500	0.33
18.	MISHTI TRADERS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Surendra VithalSalunke , 2. VivekVithalDholam	15895000	0	0	187000	0.55
19.	MOONLIGHT MULTITRADE LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Mrs VishakaJadhav	15470000	0	0	182000	0.54
20.	JOYDEEP COMMOALES LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. Sanjay Atmaram Devlekar , 2. Sanjay Bhoir	17552500	0	0	206500	0.61
21.	RUKHMANI GARMENTS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. ManishaKothamire 2. VarshaDilipMalde	14875000	0	0	175000	0.52
22.	AKARSHIKA TRADERS LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. SushmaBhimsenSawant ,2. Pramod P Upadhyay	14875000	0	0	175000	0.52
23.	MAHASHALI TRADEWING LLP	Limited Liability Partnership (LLP)	Non-Promoter	1. MarutiDinkarHelo nde ,2. MeenaDharmendra	16660000	0	0	196000	0.58

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24.	GAJRAJ COMMOALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. GanpatKa shinathShi nde ,2. LeenaNar eshNagda	16851250	0	0	198250	0.59
25.	BETAL TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Sujata Deepak Mane , 2. HussainA yyub Attar	14875000	0	0	175000	0.52
26.	VAISHALI COMMOALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Rajiv Tiwary, 2.Umesh BajrangJa dhav	16660000	0	0	196000	0.58
27.	JAISAL VIN- TRADE LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. SushmaB himsen Sawant2. Ramdas Bharti	16745000	0	0	197000	0.58
28.	BIRVA TRADING LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Santosh Chandrap al	16830000	0	0	198000	0.59
29.	DAM COMMOALES LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Faimeeda Ali Raja Suratwala- Exeps513 6l	16022500	0	0	188500	0.56
30.	WHAMIA TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Priya A Shah	15895000	0	0	187000	0.55
31.	RAJMISH TRADERS LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Rahul SudhakaR ahire 2. Vishakha UmeshJad hav	16872500	0	0	198500	0.59
32.	JAGJIVAN MULTI TRADE LLP	Limited Liability Partnershi p (LLP)	Non- Promoter	1. Shital Sanjay Devlekar 2. Sanjay Unwane	15682500	0	0	184500	0.55
33.	SUNAYANA INVESTMENT CO. LTD	Public Limited Company	Non- Promoter	1. Shivkuma r, 2. Subhash Helonde	16936250	0	0	199250	0.59

34.	KANGNA TRADEWING	Partnership Firm	Non-Promoter	1. Sujata Deepak Mane , 2. Deepak Mane	4250000	0	0	50000	0.15
35.	BALAJI COMMOALES	Partnership Firm	Non-Promoter	1. Jammer AyyubAttar , 2. Ganpat Mohan Parab	16575000	0	0	195000	0.58
36.	JAGRUTI TRADELINK	Partnership Firm	Non-Promoter	1. TusharPansare , 2. Karishma Pansare	16830000	0	0	198000	0.59
37.	KALPANA COMMOALES	Partnership Firm	Non-Promoter	1. NadeemAyyubAttar 2. Ganesh Sonawane	14875000	0	0	175000	0.52
38.	JAISAL TRADEWING	Partnership Firm	Non-Promoter	1. Nabin Agarwal 2. Rahul Sudhakar Ahire	16830000	0	0	198000	0.59
39.	HANSRAJ TRADERS	Partnership Firm	Non-Promoter	1. AartiPravinNerurkar 2. PravinAnantNerurkar	14025000	0	0	165000	0.49
40.	BHAGWATI TRADERS	Partnership Firm	Non-Promoter	1. MilindMadhukarPalav 2. Siddhi Shinde	15725000	0	0	185000	0.55
41.	SUNDARAM INVESTMENT	partnership Firm	Non-Promoter	1. Ramveer, 2. NitinBatri	8075000	0	0	95000	0.28
42.	SHIVAM VENTURES	partnership Firm	Non-Promoter	1. Shailendra Kumar, 2. Gaurav Tomar	8925000	0	0	105000	0.31
43.	RENUKA TRADING	partnership Firm	Non-Promoter	1. Gaurav Tomar, 2. NandKishor Gupta	9350000	0	0	110000	0.33
44.	MAAHIR NETTLINX LIMITED CONSULTANTS	partnership Firm	Non-Promoter	1. Punit Arora	7905000	0	0	93000	0.28

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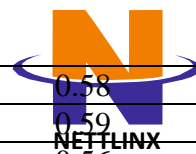
			Promoter	Ramesh Kumar Arora					
45.	RSWM FINCAP PVT LTD	Private Limited Company	Non-Promoter	1. Madhubal a 2. Rajendra Prasad Suman	10455000	0	0	123000	0.36
46.	SAMALKHA SHARES CONSULTANTS LLP	Limited Liability Partnershi p (LLP)	Non-Promoter	1. Madhubal a 2. Rajendra Prasad Suman	10200000	0	0	120000	0.36
47.	K N CONSULTANTS	partnershi p Firm	Non-Promoter	1. Kamal Kishore Shrna 2. Deepika	9775000	0	0	115000	0.34
48.	EVA EXPORTERS PVT LTD	Private Limited Company	Non-Promoter	1. AbhayDh arna	10200000	0	0	120000	0.36
49.	ZAG CONSTRUCTIO NS LLP	Limited Liability Partnershi p (LLP)	Non-Promoter	1. AlnasirAb dulazizGil ani, 2. AlnasirGil ani	51000000	0	0	600000	1.78
50.	KABIR VENTURES LLP	Limited Liability Partnershi p (LLP)	Non-Promoter	1. AlnasirAb dulazizGil ani, 2. AlnasirGil ani	55250000	0	0	650000	1.92
51.	WHITEWORK VENTURES LLP	Limited Liability Partnershi p (LLP)	Non-Promoter	1. AlnasirAb dulazizGil ani, 2. AlnasirGil ani	55250000	0	0	650000	1.92
52.	TWINTURBO PLATFORMS LLP	Limited Liability Partnershi p (LLP)	Non-Promoter	1. AlnasirAb dulazizGil ani, 2. AlnasirGil ani	55250000	0	0	650000	1.92
					817513000	0	0	9617800	28.46

Note: Following proposed allottees was part of Preferential issue, which was mentioned on the board resolution as well as the outcome of the board meeting, but now both are excluded from the list of proposed allottees as approved by the Board of Directors due to the sale of shares during the 90 trading days preceding the Relevant Date:

1. Rajan Gupta
2. Maa Vaishno Venture
3. Matrix Dotcom Infonet PVT LTD

Pre issue and Post Issue Shareholding percentage of the proposed Allottees:

Sl No	Name of the Proposed Allottees	Pre Issue Equity holding		No. of warrants to be allotted	Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)		
		No.of Shares	%		No.of Shares	%	
	A.Promoter						
		Nil					
	Total						
	B. Others/Non-Promoters						
1.	Sarita Sunil Mane	0	0	174800	174800	0.52	
2.	JyotiNalawade	0	0	113000	113000	0.33	
3.	Chaitali Amit Manjarekar	0	0	120000	120000	0.36	
4.	JameerAyubAtar	0	0	104000	104000	0.31	
5.	Ganesh Sonawane	0	0	110000	110000	0.33	
6.	Ashish Jadhav	0	0	108000	108000	0.32	
7.	Siddhant Agarwal	0	0	114400	114400	0.34	
8.	AratiPrashantAwate	0	0	112000	112000	0.33	
9.	SonaliSharadBhamre	0	0	118000	118000	0.35	
10.	GeetaHingorani	0	0	112500	112500	0.33	
11.	AnkitaSase	0	0	125500	125500	0.37	
12.	AbhijitGodake	0	0	112500	112500	0.33	
13.	ReshmaJagannathKembari	0	0	113500	113500	0.34	
14.	Swati MahendraKamble	0	0	106700	106700	0.32	
15.	SayliAkshayShelke	0	0	114500	114500	0.34	
16.	Mamta Mane	0	0	105400	105400	0.31	
17.	RadhikaShellar	0	0	112500	112500	0.33	
18.	Mishti Traders LLP	0	0	187000	187000	0.55	
19.	Moonlight Multitrade LLP	0	0	182000	182000	0.54	
20.	JoydeepCommosales LLP	0	0	206500	206500	0.61	
21.	Rukhmani Garments LLP	0	0	175000	175000	0.52	
22.	Akarshika Traders LLP	0	0	175000	175000	0.52	
23.	MahashaliTradewing LLP	0	0	196000	196000	0.58	
24.	GajrajCommosales LLP	0	0	198250	198250	0.59	
25.	Betal Traders LLP	0	0	175000	175000	0.52	
26.	NETTLINX LIMITED, 5th-22nd Floor, My Home Sarovar Plaza, Secretariate Road, Saifabad, Hyderabad - 500 063 Telangana State, India. CIN Number: L67120TG1994PLC016930 TEL: +91-4023232200 FAX: +91-40-23231610	0	0	196000	196000	0.58	



27.	Jaisal Vin-Trade LLP	0	0	197000	197000	0.58
28.	Birva Trading LLP	0	0	198000	198000	0.59
29.	Dam Commosales LLP	0	0	188500	188500	0.56
30.	Whamia Traders LLP	0	0	187000	187000	0.55
31.	Rajmish Traders LLP	0	0	198500	198500	0.59
32.	Jagjivan Multi Trade LLP	0	0	184500	184500	0.55
33.	SunaynaInvestmwent Co. Ltd	0	0	199250	199250	0.59
34.	KangnaTradewing	0	0	50000	50000	0.15
35.	BalajiCommosales	0	0	195000	195000	0.58
36.	JagrutiTradelink	0	0	198000	198000	0.59
37.	KalpanaCommosales	0	0	175000	175000	0.52
38.	JaisalTradewing	0	0	198000	198000	0.59
39.	Hansraj Traders	0	0	165000	165000	0.49
40.	Bhagwati Traders	0	0	185000	185000	0.55
41.	Sundaram Investment	0	0	95000	95000	0.28
42.	Shivam Ventures	0	0	105000	105000	0.31
43.	Renuka Trading	0	0	110000	110000	0.33
44.	Maahir Consultants	0	0	93000	93000	0.28
45.	RswmFincap Private Limited	0	0	123000	123000	0.36
46.	Samalkha Shares Consultants LLP	0	0	120000	120000	0.36
47.	K N Consultants	0	0	115000	115000	0.34
48.	Eva Exporters Private Limited	0	0	120000	120000	0.36
49.	Zag Constructions LLP	0	0	600000	600000	1.78
50.	Kabir Ventures LLP	0	0	650000	650000	1.92
51.	Whitework Ventures LLP	0	0	650000	650000	1.92
52.	Twinturbo Platforms LLP	0	0	650000	650000	1.92

Change in control: As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations.



3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

(VIII) Practicing Company Secretary Certificate:

Certificate from Mr. Ch. Veeranjanyulu, Partner of M/s. VCSR & Associates (FCS: F6121 and CP No: 6392) Practicing Company Secretaries confirming that the proposed issue of convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company at www.nettlinx.com under the weblink <https://www.nettlinx.com/company/BSE-CC-Feb2025.pdf>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 03.02.2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 05th day of March, 2025).

The issue price of Rs. 85/- per warrant has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited and MSEI Limited (there is no trading of shares of the Company on MSEI) i.e., Rs.85/- per warrant during the 90 trading days /10 trading days preceding the relevant date. A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

The Company has also taken a Valuation Report from the Registered Valuer, CA Gopavarapu Murali Reddy, reg number IBBI/RV/02/2019/11566 in this regard.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited where the securities of the Company are listed. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number.

(XIII) Lock-in Period:

The resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited and Metropolitan Stock Exchange of India Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year, the Company has not made any preferential allotment.

(XV) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVI) Other Disclosures/Undertaking:

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations;
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- viii. The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.

(XVII) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

None of directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution, except to the extent of their shareholding interest, if any, in the Company.

In terms of the provisions of Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Warrants requires prior approval of the Shareholders of the Company by way of a Special Resolution.



The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 1 to be approved by Special Resolution of the Members.

**For and on behalf of the Board
For Nettlinx Limited**

**Place: Hyderabad
Date: 21.02.2025**

Sd/-
Sai Ram Gandikota
Company Secretary & Compliance Officer

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum I. This corrigendum is also being published in the Business Standard (English) and Navatelangana (Telugu) and will also be made available on website of both the stock exchanges i.e. BSE and MSEI and on the website of the Company (www.nettlinx.com). All other contents of the Notice of EGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.