

# NOTICE

## Smartlink Network Systems Limited

Registered Office: L-7, Verna Industrial Estate,  
Verna, Salcete, Goa - 403722 • CIN: L30007GA1993PLC001341  
Tel: 0832-2885400 • Fax: 0832-2783395  
Website: [www.smartlink.co.in](http://www.smartlink.co.in) • Email: [company.secretary@smartlink.co.in](mailto:company.secretary@smartlink.co.in)

Notice is hereby given that the Twenty Third Annual General Meeting (AGM) of the Members of Smartlink Network Systems Limited will be held at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722, on Friday the 05<sup>th</sup> day of August, 2016 at 11:00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, together with the Report of the Board of Directors and Auditors thereon.
2. To re-appoint Ms. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment of Auditors:  
"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Twenty Fourth AGM of the Company to be held in the year 2017 and the Board of Directors be and are hereby authorized to fix such remuneration plus service tax and out-of-pocket expenses as may be recommended by the Audit Committee in consultation with the Auditors."

### SPECIAL BUSINESS:

4. 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pradeep Rane holding DIN 01446215 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the date of this Annual General Meeting i.e. 05<sup>th</sup> August, 2016."
5. 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jangoo Dalal holding DIN 01683803 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from the date of this Annual General Meeting i.e. 05<sup>th</sup> August, 2016."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT, in accordance with the provisions of section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded for re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company for a further period of three years with effect from 26<sup>th</sup> December, 2016 on terms and conditions including remuneration set out in the Statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and

conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any financial year during the tenure of the Executive Chairman the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and/or to make modification as may be deemed to be in the best interest of the Company."

7. 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 section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Executive Chairman and Whole-time Director) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing 1<sup>st</sup> April, 2016."

By order of the Board

Urjita Damle

Company Secretary

Place : Mumbai  
Dated : 05<sup>th</sup> May, 2016

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. 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.  
PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at Item 4 to 7 of the notice as set out above, is annexed hereto.
3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are:  
Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
5. The Register of members and share Transfer Books of the Company shall remain closed from Wednesday the 20<sup>th</sup> day of July, 2016 to Wednesday the 27<sup>th</sup> day of July, 2016 (both days inclusive).

6. Pursuant to provisions of section 205A (5) of the Companies Act, 1956 (Section 124 of the Companies Act, 2013) dividend declared for financial year 31<sup>st</sup> March, 1996 and thereafter which remains unclaimed for a period of seven years is required to be transferred by the company to Investor Education and Protection Fund (IEPF) established by Central Government pursuant to section 205(C) of Companies Act, 1956. The Company had, accordingly, transferred an amount of ₹ 150,378/- being unclaimed dividend for the financial year ended 31<sup>st</sup> March, 2008 on 10<sup>th</sup> September, 2015 and no claim lies against the company in respect thereof.
7. Pursuant to Sections 205A and 205C and other applicable provisions of the Companies Act, 1956 the Dividend which remains unpaid and unclaimed for a period of 7 years would be transferred to Investor Education and Protection Fund (IEPF). Information in respect of such unclaimed dividend when due for transfer to the said fund is given below:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming unpaid Dividend	Due date for transfer to IEPF
31.03.2009	23.09.2009	22.09.2016	21.10.2016
31.03.2010	24.07.2010	23.07.2017	22.08.2017
31.03.2011	30.07.2011	29.07.2018	28.08.2018
31.03.2012	23.05.2011	22.05.2018	21.06.2018
31.03.2012	28.07.2012	27.07.2019	26.08.2019
31.03.2013	27.07.2013	26.07.2020	25.08.2020
31.03.2014	26.07.2014	25.07.2021	24.08.2021
31.03.2015	14.08.2015	13.08.2022	12.09.2022

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 22<sup>nd</sup> Annual General Meeting of the Company held on 14<sup>th</sup> August, 2015 on the website of IEPF viz. ([www.iepf.gov.in](http://www.iepf.gov.in)) and under "Investor Relations" on the website of the Company viz. ([www.smartlink.co.in](http://www.smartlink.co.in)). Members who have not encashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims, if any, to the Company / Share Transfer Agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

8. Shareholders are advised to avail of the facility for receipt of future dividends through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9 digit MICR No. to our Registrar and Share Transfer Agent or to the Company with attested copy of your PAN Card and a photocopy of your cheque leaf (to capture correct bank account no, IFSC Code and 9 digit MICR Code).
9. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to M/s Karvy (RTA) at the above mentioned address.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. 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 or RTA.
12. Electronic copy of the Annual Report for 2015-16, the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company, instructions for e-voting along with Ballot Form, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2015 -16 is being sent in the permitted mode.
13. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.smartlink.co.in](http://www.smartlink.co.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Goa for inspection during normal business hours on working days, upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
14. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by Karvy on all resolutions set-forth in this Notice.
15. The Company has designated [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in) as an email id for quick Redressal of shareholders/investors grievances. Also if any shareholder requires a hard copy of the Report he can write to the Company at the above mentioned address.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
17. The information relating to the Director seeking Reappointment at the Annual General Meeting as required to be given as per the Listing Regulations is given below:  
Ms. Arati Naik is a BE (Honours) in Computing Technology and MSc (Honours) in Business Information Systems from University of Bolton, United Kingdom. She does not hold any Directorship in any other Public Limited Company. She holds 30,13,528 Equity Shares in the Company. She was appointed as the Director of the Company w.e.f 09<sup>th</sup> September, 2014.
18. Shareholders are requested to notify any change of address:  
i. To their Depository Participants (DPs) in respect of the shares held in demat form, and  
ii. To the Company to its Share Department at the Registered Office at Verna, Goa in respect of the shares held in physical form.  
iii. In case the mailing address mentioned on this Annual Report is without the PINCODE, inform your DP or the Company, as mentioned above.
19. **To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with Karvy Computershare Private Limited, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.**

## 20. General instructions/ information for Members for voting on resolution

- a) A member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that member shall be treated as invalid.
- b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- c) Member who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- d) The voting rights of the Members shall be in proportion to their shares of their paid up equity share capital of the Company, subject to the provision of section 108 of Companies Act, 2013 and rules made thereunder, as amended as on the cut-off date being 29<sup>th</sup> July, 2016.
- e) Any person who acquires shares of the company and becomes member of the company after dispatch of the notice and holding shares as of cut-off date i.e. 29<sup>th</sup> July, 2016, may obtain the user ID and password for voting by sending request to [varghese1@karvy.com](mailto:varghese1@karvy.com) incase he/she has not updated the PAN with company/DP.

## STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM No. 4:

Mr. Pradeep Rane is presently a Non-Executive Director of the Company. He joined the Board of Directors of the Company as an Independent Director on 26<sup>th</sup> December, 2006. He is the Member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He was categorized as a Non-Executive Non-Independent Director at the Board meeting held on 22<sup>nd</sup> October, 2011 as he had communicated his pecuniary relationship with the promoter of the Company. Termination of the said pecuniary relationship was intimated by Mr. Rane vide his letter dated 30<sup>th</sup> January, 2014 which was noted by the Board at its meeting held on 30<sup>th</sup> January, 2014. It has been more than 2 years from the end of the pecuniary relationship of Mr. Pradeep Rane with the promoters and hence he is eligible to be categorized to be an Independent Director of the Company in accordance with the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as Listing Regulations).

Mr. Pradeep Rane is a science graduate and has about 32 years of experience in Sales and Marketing and overall Business Management in the Pharmaceuticals industry.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

He does not hold Directorship in any other Public Limited Company.

The Company has received from him (i) Consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Pradeep Rane fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto the date of AGM.

Except Mr. Pradeep Rane, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 4. This Statement may also be regarded as a disclosure under Clause 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange. The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

### ITEM No. 5:

Mr. Jangoo Dalal is presently a Non-Executive Director of the Company. He joined the Board on 02<sup>nd</sup> July, 2007 as a Managing Director of the Company and ceased to be Managing Director w.e.f. 31<sup>st</sup> May, 2009 after which he was appointed as a Non-Executive Director of the Company. He is a Member of the Nomination and Remuneration Committee of the Board of Directors of the Company. He was appointed as a Consultant by the Board at its meeting held on 30<sup>th</sup> March, 2012. The said contract was terminated by the board at its meeting held on 30<sup>th</sup> April, 2013. It has been more than 2 years from the end of the contract of Mr. Jangoo Dalal with Company and hence he is eligible to be categorized to be an Independent Director of the Company in accordance with the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Jangoo Dalal, is an industry veteran and brings with him 27 years of industry experience from organizations like Wipro Infotech, Wipro British Telecom, Cisco Systems, erstwhile D-Link (India) Limited and Avaya. He has varied and diverse experience in the IT and Communications Industry encompassing management, marketing and strategic planning. He holds a Bachelor Degree in Science and Master of Management Studies (MBA) with specialization in Marketing from Mumbai University.

He holds 30,000 equity shares in the Company.

He holds Directorship in AGC Networks Limited.

The Company has received from him (i) Consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Jangoo Dalal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto the date of AGM.

Except Mr. Jangoo Dalal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 5. This Statement may also be regarded as a disclosure under Clause 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

### ITEM No. 6:

Mr. K. R. Naik was re-appointed as Executive Chairman of the Company w.e.f. 26<sup>th</sup> December, 2011 for a period of 5 years & he retires on 25<sup>th</sup> December, 2016. It is now proposed to re-appoint Mr. K. R. Naik as an Executive Chairman of the Company for a further period of 3 years upto 25<sup>th</sup> December, 2019. The Resolution and other terms and conditions of appointment require approval of the Company in General Meeting pursuant to provisions of section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and the resolution set out in Item no. 6 is intended for that purpose.

A summary of the material terms and conditions relating to appointment of Mr. K. R. Naik as Executive Chairman as approved by the Board of Directors for the period from 26<sup>th</sup> December, 2016 to 25<sup>th</sup> December, 2019 is as given below:

- a. Consolidated Remuneration: ₹ 6,25,000/- per month of which 50% will be fixed pay. Variable Pay/Performance Bonus shall be 50% of the consolidated remuneration and shall be decided by the Board/Nomination and Remuneration Committee.
- b. Other benefits: as applicable to Senior Executives of the Company.
- c. Termination: By giving the other party, two months notice.
- d. For the purposes of provisions of the Companies Act, 2013 Mr. K. R. Naik shall be deemed to be Managing Director under Section 196 of the Act. He shall also be liable to retire by rotation.

- e. Total remuneration as above shall be subject to Schedule V of the Act.
- f. In case of no profits or inadequacy of profits in any financial year, the Company may pay remuneration to the Executive Chairman by way of Salary, perquisites and any other allowances as set out hereinabove subject to obtaining necessary approvals from Central Government.
- g. The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act (including and statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

## Statement of Particulars:

### I. General Information:

#### (1) Nature of industry:

Smartlink Network Systems Limited has been into the Manufacturing and Trading of IT products.

#### (2) Date or expected date of commencement of commercial production:

The Company commenced its commercial production in the year 1993.

#### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N.A

#### (4) Financial performance based on given indicators:

Year	2015-16	2014-15	2013-14
Paid Up Capital	60,009,700	60,009,700	60,009,700
Reserves and Surplus	4,104,206,929	4,046,656,767	3,988,167,958
Total Revenue	1,032,145,149	1,322,958,736	1,732,418,994
Profit Before Tax	67,646,919	134,813,332	(59,401,542)
Profit After Tax	43,834,446	132,067,544	(20,930,279)

#### (5) Foreign investments or collaborations, if any:

None

### II. Information about the appointee:

1	Background details	Mr. K. R. Naik is the founder of Smartlink Network Systems Ltd. He joined the Company as the Director on 31 <sup>st</sup> March 1993. His vision is to make the company a premier technology Company with a strong base of Manufacturing in the Networking/ Communication field. He has over four decades of experience in the networking industry. He holds a Post Graduate Degree in Industrial Engg. from Jhunjunwala College, Mumbai and a Diploma in Business Management from Jannalal Bajaj Institute of Management, Mumbai. He started his career with IBM India and worked in the design and development of parts and products in IBM.
2	Past remuneration	No remuneration was paid to Mr. Naik
3	Recognition or awards	Mr. Naik was a former President of MAIT
4	Job profile and his suitability	Mr. K.R. Naik started Smart-Link Network Pvt Ltd in March 1993. Later, he invited D-Link Corporation, Taiwan, for financial participation in 1995. K. R. Naik has a long experience of more than 30 years in the networking field. He was also the chairman of the Manufacturers' Association of Information Technology (MAIT) for the western region.  As an Executive Chairman he shall be responsible for overall day-to-day management of the Company under the supervision and control of the Board of Directors of the Company.

5	Remuneration proposed	The proposed remuneration would be as mentioned in the proposed Item no. 6 of the attached Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There is no readily available data for similar type of organization. However, the remuneration of the appointee, is fully justifiable and comparable keeping in view the profile, vast experience in the industry and the position of Executive Chairman and the knowledge & vast experience of the appointee.  The remuneration of Executive Chairman shall be decided by Nomination and Remuneration Committee of the Board based on the Company's performance, track record of the Appointee and his performance.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is a Promoter and along with his family members holds 22,350,576 Equity Shares equaling to 74.49% of the total Equity Share Capital of the Company.  He is related to the Chief Operating Officer of the Company.

### III. Other information:

1	Reasons of loss or inadequate profits	Digisol is a new brand launched 5 years ago and the company is making the efforts to increase the sales and improve the operating profitability. Expenditure to establish the brand "Digisol" is one of the reason leading to the inadequate/lower profits in the financial year ending 31st March, 2016.
2	Steps taken or proposed to be taken for improvement	The Company is taking various initiatives to increase the turnover and profitability during the last few years. The launch of various products under Digisol Brand is continuing and these steps will help in improving the performance of the Company.
3	Expected increase in productivity and profits in measurable terms	The various measures taken/to be taken by the Company in future for brand building will result in improvement in the performance of the Company.  Except Mr. K. R. Naik and Ms. Arati Naik, none of the other Directors or Key Managerial Personnel or relatives of the Director or KMP is concerned or interested in this resolution.

### ITEM No. 7:

At the Annual General Meeting of the Company held on 30<sup>th</sup> July, 2011, the Members had approved the payment of commission to Non - Executive Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2010. It is proposed to continue with the payment of Commission to Non-Executive Directors of the Company. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, for each of the five consecutive financial years commencing April 1, 2016, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All the Directors of the Company except the Executive Chairman and the Whole Time Director are concerned or interested in the Resolution at Item No. 7 of the Notice to the extent of the remuneration that may be received by each of them.

By order of the Board

Place : Mumbai  
Dated : 05<sup>th</sup> May, 2016

**Urjita Damle**  
**Company Secretary**

# ATTENDANCE SLIP

## Smartlink Network Systems Ltd.

**Reg. Office:** L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 • **CIN:** L30007GA1993PLC001341  
**Tel:** 0832-2885400 • **Fax:** 0832-2783395 • **Website:** [www.smartlink.co.in](http://www.smartlink.co.in) • **Email:** [company.secretary@smartlink.co.in](mailto:company.secretary@smartlink.co.in)

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id* :		Folio No. :	
Client Id* :		No. of Shares :	

Name and Address of the Shareholder: \_\_\_\_\_

I/We hereby record my / our presence at the 23<sup>rd</sup> Annual General Meeting of the Company on Friday the 05<sup>th</sup> day of August, 2016 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 at 11:00 a. m.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of the Shareholder/Proxy

..... cut here.....

## PROXY FORM

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

## Smartlink Network Systems Ltd.

**Reg. Office:** L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 • **CIN:** L30007GA1993PLC001341  
**Tel:** 0832-2885400 • **Fax:** 0832-2783395 • **Website:** [www.smartlink.co.in](http://www.smartlink.co.in) • **Email:** [company.secretary@smartlink.co.in](mailto:company.secretary@smartlink.co.in)

Name of the member(s): \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_ Folio No./Client Id: \_\_\_\_\_

DP/ID: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of Smartlink Network Systems Limited, hereby appoint

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday the 05<sup>th</sup> day of August, 2016 at 11:00 a.m. at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 and at any adjournment thereof in respect of such resolutions as are indicated below:

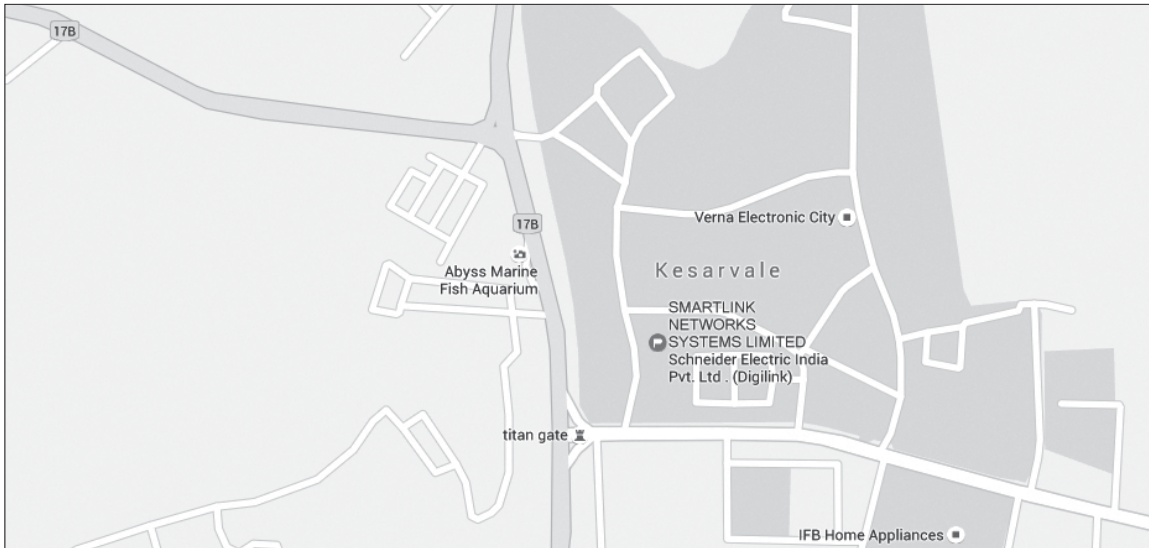
\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider and adopt the Financial Statement of the Company for the year ended 31 <sup>st</sup> March 2016 including audited Balance sheet for the year ended 31 <sup>st</sup> March, 2016 and the Statement of profit & loss account for the year ended on that date and the report of Board of Directors and Auditor thereon			
2.	To appoint a director in place of Ms. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible offers for reappointment			
3.	To ratify appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountant, Registration no 117366W/W-100018 as Statutory Auditors of the Company and fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
4.	To consider and approve the Appointment of Mr. Pradeep Rane (holding DIN 01446215) as an Independent Director of the Company.			
5.	To consider and approve the Appointment of Mr. Jangoo Dalal (holding DIN 01683803) as an Independent Director of the Company.			
6.	To consider and approve Re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company.			
7.	To consider and approve fixing of the remuneration payable to the Non-Executive Directors of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016      Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of First Proxy holder      Signature of Second Proxy holder      Signature of Third Proxy holder

Affix Revenue Stamp
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.....cut here.....

**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. A Proxy need not be a member of the Company. 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.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 23<sup>rd</sup> Annual General Meeting.
- 5\*. This is only Optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.

# SMARTLINK NETWORK SYSTEMS LIMITED

CIN: L30007GA1993PLC001341

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722

Tel: 0832-2885400, Fax: 0832-2783395

Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email Id: [company.secretary@smartlink.co.in](mailto:company.secretary@smartlink.co.in)

## BALLOT FORM

- 1 Name(s) & Registered Address of the sole/first named Member :
- 2 Name(s) of the Joint-Holder(s), if any :
- 3 Registered Folio Number / DP ID No / Client ID No\* :  
\* (Applicable to investor holding Shares in dematerialized form)
- 4 Number of Share(s) held :
- 5 (E-voting Sequence number) :

I/We hereby exercise my/ our vote in respect of the Resolutions set out in the Notice of Annual General Meeting dated 05<sup>th</sup> May, 2016 by sending my/ our assent or dissent to the said resolutions by placing the mark (✓) at the appropriate box (tick in both boxes for the same resolution, will render the Ballot invalid):

Sr. No.	Description	Number of equity shares	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	To receive, consider and adopt the Financial Statement of the Company for the year ended 31 <sup>st</sup> March 2016 including audited Balance sheet for the year ended 31 <sup>st</sup> March, 2016 and the Statement of profit & loss for the year ended on that date and the report of Board of Directors and Auditor thereon.			
2.	To appoint a director in place of Ms. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible offers for reappointment.			
3.	To ratify appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountant, Registration no 117366W/W-100018 as Statutory Auditors of the Company and fix their remuneration.			
4.	To consider and approve the Appointment of Mr. Pradeep Rane (holding DIN 01446215) as an Independent Director of the Company.			
5.	To consider and approve the Appointment of Mr. Jango Dalal (holding DIN 01683803) as an Independent Director of the Company.			
6.	To consider and approve Re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company.			
7.	To consider and approve fixing of the remuneration payable to the Non-Executive Directors of the Company.			

Note: Please read the instructions printed overleaf carefully before filling this Form or e-voting.

## **A. GENERAL INSTRUCTIONS**

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for one mode of voting i.e. either through e- voting or by postal Ballot Form. If a members opts for e-voting, they should not vote by ballot and vice-versa. In case members cast their vote by ballot as well as e-voting, the voting done by e-voting prevail and voting done by post shall be considered as invalid.
3. For details instruction on e-voting, please refer the instructions appended to the Annual General Meeting Notice.

## **B. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY BALLOT FORM**

1. A shareholder desirous of exercising vote by Ballot should complete the Ballot Form in all respects and send it after signature to the scrutinizer in the attached self addressed postage prepaid envelop which shall be properly sealed with adhesive tape. However, envelops containing Ballot Forms, if sent by courier at the expenses of the member but using the postage prepaid envelop will also be considered.
2. The Ballot form should be signed by the member as per specimen signature registered with the Company / Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
3. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 P.M.) on Thursday, 04<sup>th</sup> August, 2016. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before 04<sup>th</sup> August, 2016 providing sufficient time for postal transit.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 29<sup>th</sup> July, 2016.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
6. Members are requested not to send any paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Ballot is not permitted through proxy.
8. There will be only one Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A ballot form will be rejected if it is received torn, defaced or mutilated to an extent which will make it difficult for the scrutinizer to identify either the member or the number of votes or to whether the votes are in favor or against or if the signature cannot be verified.
10. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Ballot shall be final.
12. Results of voting on resolutions will be declared on not later than 48 hours from the conclusion of the AGM at the registered office of the Company. The results will be informed to the Stock Exchanges and hosted on the Company's website [www.smartlink.co.in](http://www.smartlink.co.in) on the very day itself.
13. Kindly note that any query in relation to the resolutions proposed to be passed by Ballot may be addressed to The Company Secretary, Smartlink Network Systems Limited, L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722, Phone no:- +918322885400 Email:- [company.secreatry@smartlink.co.in](mailto:company.secreatry@smartlink.co.in)



# SMARTLINK NETWORK SYSTEMS LIMITED

CIN: L30007GA1993PLC001341

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722

Tel: 0832-2885400, Fax: 0832-2783395

Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email Id: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

Serial No.:

1. Folio Number / DP ID No. and Client ID No. :
2. Name :
3. Registered Address of the Sole/first named Member :
4. Name(s) of the Joint Holder(s), if any :

## Dear Shareholder(s)

Please find enclosed the Notice convening the 23<sup>rd</sup> Annual General Meeting (**AGM**) of Smartlink Network Systems Limited (the Company') to be held on **Friday, 5<sup>th</sup> August, 2016 at 11.00 A.M.** and the Annual Report for the Financial Year 2015-16.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Bank has appointed Karvy Computershare Private Limited ('**KCPL**', '**Karvy**' or '**Service Provider**') for facilitating remote e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

**In this regard, please find below USER ID and Password for remote e-voting:-**

EVEN (E- Voting Event Number)	USER ID	PASSWORD

**Note:- Please turn over for detailed process and manner for e-voting.**

## The instructions and other information relating to remote e-voting are as under:

- 1.A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii) Enter the login credentials (i.e., **User ID and password mentioned above**). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e. SMARTLINK NETWORK SYSTEMS LIMITED.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO." The document should reach the Scrutinizer and such other person on or before **Thursday, 4<sup>th</sup> August, 2016 at 5:00 P.M.**
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
  - (i) **User ID and initial password as provided above.**
  - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Friday, 29<sup>th</sup> July, 2016, may write to the Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) or to Mr. P.A. Varghese, Contact No. 040-33215424, at [Unit: Smartlink Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
3. The remote e-voting period commences on the **Monday, 1<sup>st</sup> August, 2016 at 10:00 A.M. and ends on Thursday, 4<sup>th</sup> August, 2016 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, 29<sup>th</sup> July, 2016, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll ballot at AGM.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mr. P. A. Varghese, Contact No. 040-33215424 at [Unit: Smartlink Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Friday, 29<sup>th</sup> July, 2016.
6. The Board of Directors has appointed **CS Shivaram Bhat, Practicing Company Secretary**, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting or ballot may vote at the AGM through poll paper for all businesses specified in the accompanying Notice.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing will declare the result of voting forthwith.
9. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
10. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.smartlink.co.in](http://www.smartlink.co.in)) and on the Service Provider's website (<https://evoting.karvy.com>) and will communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.