

# NOTICE

## SMARTLINK NETWORK SYSTEMS LIMITED

[formerly known as D-Link (India) Limited]  
Registered Address: L-5, Verna Electronic City,  
Verna Plateau, Verna- Goa, 403722.

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2009, at L-7, Verna Electronic City, Verna Plateau, Verna - Goa - 403722 at 5:00 p.m to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March, 2009, and the Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2009.
3. To appoint a director in place of Prof. R. T. Krishnan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Pankaj Baliga, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s Deloitte, Haskins & Sells, Chartered Accountants the retiring Auditors of the Company as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors.

### SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.  
**"RESOLVED THAT** Mr. Jangoo Dalal, who holds office upto this meeting and who was appointed as an Additional Director of the Company pursuant of Section 260 of the Companies Act, 1956 and the provisions of the Articles of Association of the Company, w.e.f. 31st May, 2009 and who holds office as such, upto the date of the Sixteenth Annual General Meeting and in respect of whom notice under section 257 of the Companies Act, 1956, has been received from the member signifying the intention to propose Mr. Jangoo Dalal as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
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 Section 314 (1) (b) and other applicable provisions of the Companies Act, 1956, consent of the shareholders be and is hereby accorded to the appointment of Ms. Arati K. Naik, daughter of Shri K. R. Naik, Executive Chairman of the Company to hold an office or place of profit in the Company as Business Development Manager- Global Markets on a gross monthly remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) w.e.f. 1st October, 2009 as per the terms and conditions embodied in the draft appointment letter of which a copy is submitted before the meeting, and initialled by the Chairman for the purpose of identification."  
**"RESOLVED FURTHER THAT** the Board of directors be and is hereby authorised to increase the remuneration of Ms. Arati K. Naik as the Board may decide from time to time subject to the condition that in any one year the increase in gross monthly remuneration shall be less than Rs.50,000/- (Rupees Fifty Thousand only) per month."
8. 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 applicable provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Listing Agreement(s) with the Stock Exchange(s) and pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 or any amendment, re-enactment or modification thereof and subject to such other approvals, permissions and sanctions as may be necessary, and such other conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company ('the Board') or any Committee / person(s) authorised by the Board, consent be and is hereby accorded to de-list the Equity Shares of the Company from the Bangalore Stock Exchange Limited (BgSE)."

By order of the Board

Place: Mumbai  
Date: 18th July, 2009

K.G. Prabhu  
Company Secretary

**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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and the Share Transfer Books of the Company, shall remain closed from 7th September 2009 to 14th September, 2009 (both days inclusive). The final dividend recommended by the Board, if approved by the shareholders at the 16th Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
4. Pursuant to the provisions of section 205A (5) of the Companies Act, 1956, dividend declared for the financial year ended 31st March, 1996 and thereafter which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. An amount of Rs. 2,375/- being unclaimed dividend for the financial year ended 31st March, 2001 was transferred on 23/10/2008 and no claim lies against the company in respect thereof.
5. Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

<b>Financial year ended</b>	<b>Date of declaration of dividend</b>	<b>Last date for claiming unpaid dividend</b>	<b>Due date for transfer to IEP Fund</b>
31.03.2002	24.08.2002	23.08.2009	22.09.2009
31.03.2003	19.07.2003	18.07.2010	17.08.2010
31.03.2004 (1st Interim dividend)	18.10.2003	17.10.2010	16.11.2010
31.03.2004 (2nd Interim dividend)	16.02.2004	15.02.2011	14.03.2011
31.03.2004 (Final Dividend)	28.09.2004	27.09.2011	26.10.2011
31.03.2005 (1st Interim Dividend)	31.10.2004	31.10.2011	29.11.2011
31.03.2005 (Final Dividend)	06.08.2005	05.08.2012	04.09.2012
31.03.2006	01.09.2006	31.08.2013	30.09.2013
31.03.2007	20.08.2007	19.08.2014	18.09.2014
31.03.2008	29.08.2008	28.08.2015	27.09.2015

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 well in advance of the above due dates. Once the amounts in the unpaid dividend is transferred to the IEPF, no claim shall lie against IEPF or the company in respect thereof and the Members will lose their right to claim such dividend.

6. Information as required by Clause 49 (VIA) of the Listing Agreement:

As required by Clause 49 (VIA) of the Listing Agreement with the Stock Exchanges, the information relating to the Directors proposed to be appointed/ reappointed is provided hereunder:

- i) Prof. R. T. Krishnan:

Prof. R. T. Krishnan aged 45 years, possesses Masters Degree in Science, IIT, Kanpur Masters Degree in Engineering - Economic Systems, Stanford University and obtained Doctorate from IIM, Ahmedabad. He is presently Professor - Corporate Strategy & Policy Area at IIM, Bangalore. His interests are in the areas of Strategy, innovation and competitiveness. Prof. R. T. Krishnan holds Directorship in Sundaram BNP Paribas AMC Limited.

- ii) Mr. Pankaj Baliga:

Mr. Pankaj Baliga, aged 62 years, has a Bachelor's Degree in Engineering, NIT, Durgapur, a Master's Degree in Business Administration; IIM, Ahmedabad and is a SPURS Fellow, Massachusetts Institute of Technology, U.S.A. He has more than 35 years of experience in Management, of which with the Tata Group for over 30 years, with the last 8 at Tata Consultancy Services Ltd (TCS), where he is presently Vice President & Head Global Corporate Sustainability. Prior to TCS, was the Global Head of Sales and Marketing of Taj Hotels, Resorts, and Palaces.

Mr. Pankaj Baliga does not hold any Directorship in other Companies.

iii) Mr. Jango Dalal :

Mr. Jango Dalal, 43 years of age, holds a Bachelor Degree in Science and Master of Management Studies (MBA) with specialization in Marketing from Bombay University. He brings with him 21 years of industry experience from organizations like Wipro Infotech, Wipro British Telecom, Cisco Systems and D-Link India Limited.

He has varied and diverse experience in the IT and Communications Industry Encompassing Sales Management, Marketing and Product Management, Channel Management (India and Asia Pacific), Strategic Planning and Profit Center and Country Operations Management. He is presently working with Avaya India Pvt Ltd. as Managing Director

Mr. Jango Dalal does not hold any Directorship in any other Public Limited Company.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 6**

The Board of Directors of the Company in accordance with section 260 of the Companies Act, 1956, and Article 48 of the Articles of Association of the Company had appointed Mr. Jango Dalal as an Additional Director of the Company w.e.f. 31st May, 2009. The Board recommends appointment of Mr. Jango Dalal as the Director of the Company. Notice has been received from a member u/s257 of the Companies Act, 1956 signifying intention to propose Mr. Jango Dalal for appointment as Director of the Company.

Mr. Jango Dalal may be deemed to be concerned or interested in the resolution to the extent of his appointment as Director.

None of the other Director's of the Company are in any way concerned or interested in this resolution.

**ITEM NO. 7**

The Board of Directors has at its meeting held on 18th July, 2009 approved the appointment of Ms. Arati K. Naik, daughter of Shri K. R. Naik, Executive Chairman of the Company as Business Development Manager-Global Markets w.e.f. 1st October, 2009 on a gross monthly remuneration of Rs. 25,000/- per month as per rules of the Company. Ms. Arati K. Naik is BSc (Honours) in Computing Technology and MSc (Honours) in Business Information Systems from University of Bolton, United Kingdom.

As the total gross monthly remuneration to Ms. Arati K. Naik is Rs. 25,000/- p.m., approval of the shareholders by way of a special resolution is required as per the provisions of Section 314 (1) (b) of the Companies Act, 1956. The Board is also authorized to increase the remuneration upto Rs. 50,000/- per month in any financial year as per the rules of the company.

A draft of the appointment letter containing the terms of the appointment of Ms. Arati K. Naik has been kept for inspection of the members between 2.00 p.m. and 4.00 p.m. on any working day at the registered office of the company.

Your Directors, therefore recommend the Special Resolution at Item No.7 for your approval.

None of the directors is interested in the resolution except Shri K. R. Naik, Executive Chairman of the Company, who may be deemed to be interested in the proposed resolution as Ms. Arati K. Naik is relative of him.

**ITEM NO. 8**

The Equity Shares of the Company are presently listed on Bombay Stock Exchange Limited, Mumbai ('BSE'), National Stock Exchange of India Limited, Mumbai ('NSE') and Bangalore Stock Exchange Limited, Bangalore ('BgSE').

The trading of Company's shares on the BSE & NSE, who have extensive network of nationwide trading terminals, are in material volumes and in the case of BgSE, the trading volumes in the Company's shares are nil/in-significant. Hence, the continued listing of the Equity Shares of the Company on BgSE neither serves the interest of the Members/Investors nor that of the Company.

The Board of your Company at its meeting held on 18th July, 2009 has recommended voluntary delisting of the shares of the Company from BgSE subject to your approval. The shares will however be continued to be listed and traded on BSE and NSE and therefore delisting from the BgSE will not have any major effect on the trading volumes of your Company's shares. Further, the said delisting will result in administrative convenience. The Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, provides option to a company to voluntarily delist its securities, without offering an exit opportunity to its shareholders, if the Company continues to be listed on Stock Exchanges having nationwide terminals. Your Company complies with this condition and is therefore eligible to voluntarily delist its securities from BgSE.

In accordance with the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, consent of the Members by means of a Special Resolution is required for voluntary delisting of the Company's shares.

Your Directors recommend the Special Resolution for the approval of the members. None of the Directors of your Company are in any way concerned or interested in this resolution.

**Registered Office:**

L-5, Verna Electronic City,

Verna Plateau,

Verna, Goa-403722

Date: 18th July 2009

By order of the Board

K.G.Prabhu  
Company Secretary

