

Notice

Smartlink Network Systems Ltd.

(Formerly known as D-Link (India) Ltd.)

Registered Office: L-5, Verna Electronic City, Verna Plateau, Goa - 403 722

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held on Saturday, the 24th day of July, 2010, at L-7, Verna Electronic City, Verna Plateau, Verna - Goa - 403722 at 11:00 a.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, 2010, 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, 2010.
3. To appoint a Director in place of Mr. K. M. Gaonkar, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pradeep Rane, 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 in modification of the earlier resolution dated 1st September, 2006 passed by the shareholders at the Annual General Meeting held on 1st September, 2006 and pursuant to the provisions of Section 269 and other applicable provisions of the Companies Act, 1956 consent of the shareholders be and is hereby given for discontinuing the payment of commission of 0.5 % of the Net Profit as computed under the provisions of Section 198, 309 and all other applicable provisions of the Companies Act,

1956 to Mr. K.R. Naik, Executive Chairman from the financial year 2010-11 onwards for the remaining tenure of his position as Executive Chairman which ends on December 26, 2011.”

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

“RESOLVED THAT in modification of the earlier resolution dated 1st September, 2006 passed by the shareholders at the Annual General Meeting, consent of the shareholders be and is hereby accorded for increase in payment of remuneration to the Non – Executive Directors of the Company by way of commission in accordance with the provisions of Section 198, 309 and all other applicable provisions of the Companies Act, 1956, a sum not exceeding 1% of the Net Profit as computed under the provision of Section 349 of the Companies Act, 1956 for the financial year beginning 1st April, 2010. ”

“RESOLVED FURTHER THAT, the aforesaid limit of 1 % shall continue upto financial year ending 31st March, 2011 as per the resolution passed by the shareholders at the Annual General Meeting held on 1st September, 2006”.

“RESOLVED FURTHER THAT, the Board of Directors shall determine the quantum of commission and the criteria to be adopted for payment of commission to each Non-Executive Director within the overall limits.”

By order of the Board

Place: Mumbai

Date: 12th May, 2010

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 Company's Registrar and Share Transfer Agents are M/s Karvy Computershare Private Limited and their address is as below :

Karvy Computershare Private Limited

Plot No.17 to 24 Vittalrao Nagar

Madhapur, Hyderabad - 500 081

Phone No. 040-23420818 To 828

Fax No. 040-23420814

4. The Register of Members and the Share Transfer Books of the Company, shall remain closed from Monday, 5th July, 2010 to Monday, 12th July, 2010 (both days inclusive).
5. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on or after 29th July, 2010 to those persons

- (a) whose names appear as Beneficial Owners as at the end of the business hours on 2nd July, 2010

as per the list of beneficial owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form.

- (b) whose names appear as Members in the Register of Members of the company after giving effect to valid share transfers, if any, in physical form lodged with the company / Registrar and Share Transfer Agents on or before 5th July, 2010.

6. 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.62,488/- being unclaimed dividend for the financial year ended 31st March, 2002 was transferred on 18/09/2009 and no claim lies against the Company in respect thereof.
7. 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 IEP Fund
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	30.10.2011	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
31.03.2009	23.09.2009	22.09.2016	21.10.2016

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 amount is transferred to the IEPF, no claim shall lie against IEPF or the Company in respect thereof.

8. Members holding shares in electronic form are informed that bank account particulars furnished by Depositories will be used for payment of dividend to investors through Electronic Clearing Services (ECS) wherever ECS and bank details are available. In the absence of ECS facilities, the particulars of bank details if any available will be printed on the payment instrument for distribution of dividend. The company or its registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members who wish to make changes in the bank account details are therefore requested to advise their depository participants where they have their demat account about such changes.

9. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 109A of the Companies Act, 1956. Members holding shares in physical form may send their nomination in the prescribed form No. 2B duly filled in to M/s Karvy Computershare Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

10. 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 seeking Appointment/ Re-appointment at the Annual General Meeting is given below :

1.	Name of Directors	Mr. Krishnanand M. Gaonkar	Mr. Pradeep Rane
2.	Date of Birth	September 10, 1952	January 7, 1953
3.	Date of Appointment	May 24, 2000	December 26, 2006
4.	Brief profile	Mr. K.M. Gaonkar brings along with him more than 32 years of rich experience in the Business industry. He started his career in Color Chem Ltd. where he worked for a period of 7 years before shifting to Reliance Industries Ltd. Mr. K. M. Gaonkar possesses a Masters Degree in Science and a Diploma in Business Management. He is presently a Free Lance consultant.	Mr. Pradeep Rane is a Science graduate and has nearly about thirty years of experience in Sales and Marketing and overall Business Management in the Pharmaceuticals industry.
5.	Directorships held in other Public companies (excluding foreign companies and section 25 companies)	None	None
6.	Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil	Nil
7.	Number of shares held in the Company	101,500 Equity Shares	Nil

Registered Office:

L-5, Verna Electronic City,
Verna Plateau,
Verna, Goa-403722
Date: 12th May, 2010

By order of the Board

K. G. Prabhu
Company Secretary

Explanatory Statement Pursuant to the Provisions of Section 173(2) of the Companies Act, 1956

ITEM NO. 6:

Mr. K. R. Naik was re-appointed as Chairman & Managing Director of the Company w.e.f. 26th December, 2006 for a period of 5 years at the Annual General Meeting held on 1st September, 2006 and his designation was changed to Executive Chairman by the shareholders at the meeting held on 20th August, 2007. As per the terms of appointment, a commission of 0.5 % of the Net Profits of the company as computed in the manner laid down in Section 309 (5) was to be paid subject to a maximum of 100% of salary.

It is proposed to discontinue the payment of commission of 0.5 % of the Net Profit as mentioned above from the financial year 2010-11 onwards for the remaining tenure of his position as Executive Chairman which ends on December 26, 2011.

The Board recommends the resolution for approval of the members.

None of the Directors, except Mr. K. R. Naik, is concerned or interested in passing of the said resolution.

This may be treated as an Abstract and Memorandum of Concern or Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 7:

The shareholders at the Annual General Meeting held on 1st September, 2006 had approved the payment of commission at the rate of 0.5% of the Net Profit of the Company for a period of 5 years commencing from the financial year beginning 1st April 2006.

Considering the contribution of the Non-Executive Directors since their appointment, it is proposed to increase the remuneration to 1% from the existing 0.5% of the Net Profit which was approved to be paid to the Non-Executive Directors by the shareholders at the meeting held on 1st September, 2006.

The aforementioned commission shall be valid upto the financial year ending 31st March, 2011.

The Board of Directors or a committee thereof shall determine the eligibility and pay remuneration by means of commission to the Non-Executive Directors of the Company from time to time not exceeding 1% of the Net Profits of the Company as computed under the provisions of Section 349 of the Companies Act, 1956 in aggregate for all the Non-Executive Directors.

The Board recommends the Resolution for approval of members.

Non-Executive Directors may be deemed to be interested or concerned in the proposed resolution.

By order of the Board

Place: Mumbai
Date: 12th May, 2010

K.G. Prabhu
Company Secretary