

## NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of the Company will be held on Saturday, the 28th day of July, 2012, at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, 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, 2012, and the Statement of Profit and Loss for the financial year ended on that date together with the reports of the Directors and Auditors thereon.
2. To confirm the payment of Special Interim Dividend on Equity Shares for the year 2011-12 and to declare final dividend for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr. Pankaj Baliga who retires by rotation and being eligible offers himself for re-appointment.
4. To resolve that Prof. R. T. Krishnan, who retires by rotation at this Meeting and who does not seek re-appointment, be not re-appointed and the resulting vacancy be not filled up.
5. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants registration no. 117366W 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 shall be fixed by the Board of Directors.

By order of the Board

Place: Mumbai  
Date: 8<sup>th</sup> May, 2012

**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 & Share Transfer Agents are:  
M/s 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 11th July, 2012 to 18th July, 2012 (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 30th July, 2012 to those persons
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 10th July, 2012 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 11th July, 2012.
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 remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and

## Smartlink Network Systems Ltd.

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

Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. An amount of Rs.59,283/- and Rs. 2,56,271/- being unclaimed dividend for the financial year ended 31st March, 2004 & 1st Interim Dividend for the year 2004 - 05 was transferred on October 17, 2011 & November 11, 2011 respectively 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 IEPF
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
31.03.2010	24.07.2010	23.07.2017	22.08.2017
31.03.2012 (Special Interim Dividend)	23.05.2011	22.05.2018	21.06.2018
31.03.2011	30.07.2011	29.07.2018	28.08.2018

**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.**

Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS). The ECS facility is available at the specified locations. Shareholders holding shares in dematerialized mode are requested to contact their respective DPs for availing ECS facility. Shareholders holding shares in physical form are requested to download the ECS form from the website of the Company and send the same duly filled up and signed along with a photo copy of a cancelled cheque to the Share Department of the Company at its Registered Office.

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. As required by Clause 49 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:
- a. Mr. Pankaj Baliga
- Mr. Pankaj Baliga has a Bachelors Degree in Engineering, NIT, Durgapur, Masters Degree in Business Administration, IIM, Ahmedabad, and is a SPURS Fellow, Massachusetts Institute of Technology, U.S.A. He has more than 36 years of experience in Management of which for over 30 years with the Tata Group and the last 10 years at Tata Consultancy Services Ltd. (TCS), where he is presently a Consulting Advisor. Prior to TCS he was the Global Head of Sales and Marketing of the Taj Hotels, Resorts and Palaces.
  - He does not hold Directorship in any other Public Company.
  - He does not hold any shares in the Company.
11. 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.
12. In case the mailing address mentioned on this Annual Report is without the PINCODE, immediately inform your DP or the Company, as mentioned above.
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards a 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 Computer Share Private Limited, if shares are held in physical mode or with their Depository Participant if the shares are held in electronic mode.

**Registered Office:**  
L-7, Verna Industrial Estate,  
Verna, Salcete, Goa - 403722  
Dated: 8<sup>th</sup> May, 2012

**By order of the Board**  
**K. G. Prabhu**  
Company Secretary