

# NOTICE

## Smartlink Network Systems Ltd.

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

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on Saturday, the 27th day of July, 2013, 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, 2013, 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 declare Dividend for the year ended 31st March, 2013.
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 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.

### SPECIAL BUSINESS:

6. 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) of the Companies Act, 1956 as amended till date, consent of the shareholders be and is hereby accorded to holding and continuing to hold an office or place of profit to Ms. Arati K. Naik, relative of Mr. Kamalaksha R. Naik – Executive Chairman of the Company and to increase limits in monthly remuneration payable to her upto Rs.2,50,000/- (Rupees Two Lakh Fifty Thousand only) from existing Rs. 50,000/- (Rupees Fifty Thousand Only), with effect from 01st April, 2013 provided that the Board may from time to time determine the remuneration payable to Ms. Arati K. Naik subject to the limit of Rs.2,50,000/- per month and also be authorised to change the designation/role which may be assigned to Ms. Arati K. Naik."

By order of the Board

K. G. Prabhu

Company Secretary

Place: Mumbai

Dated: 30th April, 2013

### 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. 040-44655000  
Fax No. 040-23420814  
Email: einward.ris@karvy.com
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 03rd July, 2013 to 10th July, 2013 (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, 2013 to those persons
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 02nd July, 2013 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 03rd July, 2013.

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 Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. An amount of Rs. 3,71,775/- being unclaimed dividend for the financial year ended 31st March, 2005 was transferred on 21st August, 2012 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
31.03.2006	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
31.03.2011	30.07.2011	29.07.2018	28.08.2018
31.03.2012 (Special Interim Dividend)	23.05.2011	22.05.2018	21.06.2018
31.03.2012	28.07.2012	27.07.2019	26.08.2019

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 28, 2012 (date of last Annual General Meeting) on the website of the Company ([www.smartlink.co.in](http://www.smartlink.co.in)), as also on the Ministry of Corporate Affairs website.

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 by the Company to IEPF, no claim thereof shall lie against the Company.

8. Securities and Exchange Board of India (SEBI) vide Circular Number CIR/MRD/DP/10/2013 dated 21st March 2013 issued to all Companies whose securities are listed on Stock Exchanges, has specified that for making cash payments to the investors, shall use approved electronic mode of payment viz., ECS, NEFT etc..  
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 send a request letter for updating Bank Account No. with 9 digit MICR No. to our Registrar and Share Transfer Agent 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 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.

13. 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:

1.	Name of Directors	<b>Mr. Krishnanand M. Gaonkar</b>	<b>Mr. Pradeep Rane</b>
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 possesses a Masters Degree in Science from UDC Mumbai and has 30 years of experience in the petrochemical and fibre industry. He started his career with Colour Chem Ltd. as a Research Chemist, where he worked for a period of 7 years before shifting to Reliance Industries Ltd. where he worked for 23 years in various positions, with the last six years as a Vice President in their Fibre Marketing Division. He was lastly reappointed at the AGM held on 24th July, 2010. He is member of Audit, Remuneration, Investors Grievances & Banking committee of the company.	Pradeep Rane is a retired Professional with over 32 years of Pharma -experience in Sales / Marketing, Strategic Business Planning & overall B u s i n e s s Management. He was lastly reappointed at the AGM held on 24th July, 2010. He is member of Audit & Remuneration committee of the company.
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	68,962 Equity Shares	Nil

11. Shareholders are requested to notify any change of address:
- To their Depository Participants (DPs) in respect of the shares held in demat form, and
  - To the Company to its Share Department at the Registered Office at Verna, Goa in respect of the shares held in physical form.
  - In case the mailing address mentioned on this Annual Report is without the PINCODE, inform your DP or the Company, as mentioned above
12. To support the 'Green Initiative' in the 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 Computer Share Private Limited, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.

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

**ITEM No. 6:**

The Shareholders by way of passing special resolution at their meeting held on 23rd September, 2009 had approved appointment of Ms. Arati K. Naik, daughter of Mr. K. R. Naik – Executive Chairman of the Company as Business Development Manager – Global Markets w.e.f 01st October, 2009 at a remuneration of Rs. 25,000/- per month and increase in her salary from time to time subject to a maximum Gross monthly salary not exceeding Rs. 50,000/-.

The Board at its meeting held on April 30, 2013 approved the limits of maximum remuneration payable to Arati Naik upto a sum not exceeding Rs. 2,50,000/- per month. The said increase in the remuneration will be effective from 1st April, 2013. The proposal is in accordance with the provisions contained under Section 314(1) (b) of the Companies Act, 1956. The resolution authorizes the Board of directors to determine the quantum of remuneration payable to Ms. Arati K. Naik within the limit of Rs. 2,50,000/- per month.

Ms. Arati K. Naik is BE (Honours) in Computing Technology and MSc (Honours) in Business Information Systems from University of Bolton, United Kingdom.

Your Directors therefore recommend the passing of resolution at item No. 6 as a Special Resolution.

Mr. K. R. Naik, Executive Chairman of the Company is interested in the resolution mentioned under item no.6 as Ms. Arati Naik is his relative. None of the other Directors are in any way concerned or interested in the above resolution.

**Smartlink Network Systems Ltd.**

**Registered Office:**

L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722

Proxy No.	:
Ledger Folio/DP & Client ID No(s)	:
No. of Shares	:

I/We ..... of ..... Being a member/(s) of Smartlink Network Systems Ltd. hereby appoint ..... of ..... or failing him/her ..... of ..... as my/our proxy to vote for me/us on my/our behalf at the Twentieth ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 27th day of July, 2013 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 at 11:00 a.m., and at any adjournment thereof.

Affix  
₹ 1/-Revenue  
Stamp

Signed this ..... day of ....., 2013.

NOTE: The Proxy Form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

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**Smartlink Network Systems Ltd.**

**Registered Office:**

L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722

**ATTENDANCE SLIP**

(To be filled in and presented at the entrance of the meeting venue)

I hereby record my presence at the Twentieth Annual General Meeting of the Company on Saturday, the 27th day of July, 2013 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 at 11:00 a.m.

\_\_\_\_\_  
Name & Address of the shareholder/proxy  
(In block letters)

\_\_\_\_\_  
Signature of \*shareholder/proxy

\* strike out whichever is not applicable

Ledger Folio/DP & Client ID No(s)	:
No. of Shares	: