

**smartlink***Smart Solutions for a Smarter Planet***Smartlink Network Systems Limited**

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

NOTICE

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Equity Shareholders of the Company will be held at the Registered Office at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 on Monday, the 22nd October, 2012 at 4.00 p.m. to transact the following business:

1. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 309, 314 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Jango Dalal, a Non-Executive Director of the Company who possesses the requisite qualifications for practice of the profession, be and is hereby appointed as a Product and Service Business Consultant of the Company w.e.f. 1st April, 2012 for a period of Three years and he be paid remuneration for his professional services rendered / to be rendered to the Company as a Product and Service Business Consultant, w.e.f. 1st April, 2012 at a fixed amount of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum plus applicable taxes, payable in equal monthly or quarterly installments.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all things and to take all incidental and necessary steps that may arise in the course of implementing this Resolution.”

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

By Order of the Board of Directors
for Smartlink Network Systems Ltd.

Date: September 7, 2012

K. G. Prabhu
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.
2. An Explanatory Statement required under section 173(2) of the Companies Act, 1956 forms part of this Notice and is attached hereto.

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

ITEM NO. 1:

The item no. 1 of the Notice relates to the approval for appointment and payment of fees to Mr. Jango Dalal (Non-Executive Director), for the professional services rendered / to be rendered by him to the Company.

The Board had approved at its meeting held on March 30, 2012 to avail professional services of Mr. Jango Dalal as a Product and Service Business Consultant and pay remuneration for his professional services, w.e.f. 1st April, 2012 for a period of 3 years.

Mr. Jango Dalal, 46 years of age, holds a Bachelor Degree in Science and Master of Management Studies (MBA) with specialization in Marketing from Bombay University. Mr. Jango Dalal brings with him about 25 years of industry experience from organizations like Wipro Infotech, Wipro British Telecom Limited and Cisco Systems. He held the position of President- India and SAARC at Cisco, one of the leading Networking Companies in the world. He also worked as President – India & SAARC at Avaya India Pvt. Ltd. He has varied and diverse experience in the I.T. and Communications industry encompassing Sales Management, Marketing & Product Management, Channel Management (India & Asia Pacific), Strategic Planning, Profit Center and Country Operations Management. He was Managing Director & CEO of the Company during the period 2nd July, 2007 to 31st May, 2009.

The Company has recently launched the networking products under DIGISOL brand and motherboard under DIGILITE brand. Mr. Jango Dalal with his vast experience in the areas of Sales and Marketing would be able to give direction to the sales and marketing Business of the company to grow the Digisol and Digilite brands as well as help in the growth of Service brand – Digicare. The Board is of the opinion that the Company would benefit immensely by availing Mr. Jango Dalal's professional services as a Product and Service Business Consultant of the Company.

The opinion of the Central Government under Section 309 of the Companies Act has been received with regard to Mr. Jango Dalal possessing the requisite qualifications for rendering such services. A copy of Central Government opinion and consultancy agreement signed between the Company and Mr. Jango Dalal is available for inspection at the Registered Office of the Company on all working days during office hours of the Company.

Besides the payment of remuneration in the professional capacity, he shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof.

He holds 60,000 equity shares (0.20 % of equity capital) of the Company.

The Board, therefore, recommends the Special Resolution under Section 314 of the Companies Act, 1956 for the approval by members for holding of office or place of profit by Mr. Jango Dalal as Product and Service Business Consultant.

The above explanatory statement, read along with the resolution, sets out the material terms of remuneration as payable to Mr. Jango Dalal as Non-Executive Director for the professional services to be rendered by him, which shall also be treated as an abstract and Memorandum of interest, under Section 302 of the Companies Act, 1956.

Except Mr. Jango Dalal, none of the Directors of the Company are concerned or interested in the Resolution.

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Verna, Salcete, Goa – 403722

By Order of the Board of Directors
for Smartlink Network Systems Ltd.

Date: September 7, 2012

K. G. Prabhu
Company Secretary



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FORM OF PROXY

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 appointof.....

or failing him/her..... of

.....as my/our proxy to vote for me/us on my/our behalf at the

EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Monday, the

22nd day of October, 2012 at the Registered Office of the Company at L-7, Verna Industrial

Estate, Verna, Salcete, Goa - 403722 at 4:00 p.m., and at any adjournment thereof.

Signed this day of, 2012.

Affix
₹ 1/- Revenue
Stamp

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 Limited

Regd. 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 **EXTRA-ORDINARY GENERAL MEETING** of the

Company on Monday, the 22nd day of October, 2012 at the Registered Office of the

Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 at 4:00 p.m.

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

No. of Shares :

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

Signature of *shareholder/proxy

* strike out whichever is not applicable

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22/09/2012

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NOTES:

1. Please bring your copies of the Notice to the Meeting.
2. Members/Proxies are requested to bring the attendance slips duly filled in for attending the Meeting.
3. All those members wishing to ask questions during the Extra-Ordinary General Meeting are requested to forward them to the Registered Office, 7 days before the date of the Meeting.

Book-Post

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To,

If undelivered please return to:**SMARTLINK NETWORK SYSTEMS LIMITED**
L-7, Verna Industrial Estate,
Verna, Salcete, Goa - 403722.**DIGILITE™****DIGISOL™****DIGICARE™**