

NOTICE

Smartlink Network Systems Limited

Registered Office: L-7, Verna Industrial Estate,
Verna, Salcete, Goa - 403722
Ph. No.: 0832-2885400/401; Website: www.smartlink.co.in
CIN: L30007GA1993PLC001341

Notice is hereby given that the Twenty First Annual General Meeting (AGM) of the Members of the Company will be held at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403772, on Saturday, the 26th day of July, 2014, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To declare Dividend for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. Jangoo Dalal (holding DIN 01683803), who retires by rotation and, being eligible, seeks re-appointment.
4. To resolve that Mr. Dattaraj Salgaocar (holding DIN 00105209), who retires by rotation at this Meeting and has not sought re-appointment, be not re-appointed and the resulting vacancy be not filled up.
5. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having registration no. 117366W/W-100018 the retiring Auditors of the Company as Statutory Auditors, on such remuneration as shall be fixed by the Board of Directors based on the recommendations of the Audit Committee.

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 pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Pankaj Baliga (holding DIN 00002864), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose

Mr. Pankaj Baliga as a candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. K. M. Gaonkar (holding DIN 00002425), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K. M. Gaonkar as a candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019."

8. To ratify the remuneration of the Cost Auditors of the Company for the financial year ending 31st March, 2015 as approved by the Board of Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the decision to pay remuneration of ₹ 50,000/- plus applicable taxes and out of pocket expenses to Mr. D. H. Zaveri, Cost Auditor of the Company for the year ending 31st March, 2015 as recommended by the Audit Committee and approved by the Board of Directors be and is hereby ratified."

By order of the Board

Place : Mumbai
Dated : 29th April, 2014

K. R. Naik
Executive Chairman

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/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
2. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc. must be supported by and appropriate resolution/authority, as applicable.
4. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company.
5. The Company's Registrar & Share Transfer Agents (RTA) 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
6. The Register of members and share Transfer Books of the Company shall remain closed from 02nd July, 2014 to 09th July, 2014 (both days inclusive).
7. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on or after 28th July, 2014 to those persons
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 01st July, 2014 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 Register of Members of the Company after giving effect to valid share transfers, if any, in physical form lodged with the Company/Registrar & Share Transfer Agents on or before 01st July, 2014.
8. Pursuant to provisions of section 205A (5) of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), dividend declared for financial year 31st March, 1996 and thereafter which remains unclaimed for a period of seven years is required to be transferred by the company to Investor Education and Protection Fund (IEPF) established by Central Government pursuant to section 205(C) of Companies Act, 1956. The Company had, accordingly, transferred an amount of ₹ 1,34,196/- being unclaimed dividend for the financial year ended 31st March 2006 on 28th September, 2013 and no claim lies against the company in respect thereof.

9. 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
31.03.2007	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
31.03.2013	27.07.2013	26.07.2020	25.08.2020

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 20th Annual General Meeting of the Company held on 27th July, 2013 on the website of IEPF viz. (www.iepf.gov.in) and under "Investor Relations" on the website of the Company viz. (www.smartlink.co.in).

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 immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

10. 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 electronic form are requested to contact their respective Depository Participant for availing ECS facility. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9 digit MICR No. to our Registrar and Share Transfer Agent or to the Company 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).
11. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to M/s Karvy Computershare Private Limited (RTA) at the above mentioned address.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
15. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013 -14 is being sent in the permitted mode.
16. The Notice of the 21st Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode to all members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
17. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.smartlink.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Goa for inspection during normal business hours on working days, upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: company.secretary@smartlink.co.in
18. As required by Clause 49 of the listing agreement with the Stock Exchanges, the information relating to the Directors seeking Re-appointment at the Annual General Meeting is given below:

Mr. Jangoo Dalal 48 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 26 years of industry experience from organizations like Wipro Infotech, Wipro British Telecom, Cisco Systems, erstwhile D-Link (India) Limited and Avaya India Pvt Ltd. 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 currently runs his own consultancy firm and is also pursuing a start-up in the Tech space.

He was appointed as Director on 31st May, 2009.

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

He holds 60,000 Equity Shares of the Company.
19. 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.
 - iii. In case the mailing address mentioned on this Annual Report is without the PINCODE, inform your DP or the Company, as mentioned above
20. **To support the 'Green Initiative' in 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 102 OF THE COMPANIES ACT, 2013

ITEM No. 6:

Mr. Pankaj Baliga is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2005. Mr. Pankaj Baliga is Chairman of the Audit Committee and Stakeholders Relationship Committee and a member of Nomination and Remuneration Committee of the Board of Directors of the Company.

"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 37 years of experience in Management of which for over 30 years with the Tata Group and the last 12 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 Taj Hotels, Resorts, and Palaces.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

He does not hold Directorship in any other Public Company.

He is a Director who is liable to retire by rotation as per the erstwhile applicable provisions of Companies Act, 1956. In accordance with the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Pankaj Baliga is eligible and offers himself for appointment as an Independent Director for five consecutive years for a term upto 31st March, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Pankaj Baliga for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Pankaj Baliga (i) Consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Pankaj Baliga fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pankaj Baliga as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pankaj Baliga as an Independent Director.

Except Mr. Pankaj Baliga, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

ITEM No. 7:

Mr. K. M. Gaonkar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May, 2000. He is a member of the Audit Committee, Stakeholders Relationship Committee and Chairman of the Nomination and Remuneration Committee, of the Board of Directors of the Company.

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.

Mr. K. M. Gaonkar is a Director who is liable to retire by rotation as per the erstwhile applicable provisions of Companies Act, 1956. In accordance with the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. K. M. Gaonkar is eligible and offers himself for appointment as an Independent Director for five consecutive years for a term upto 31st March, 2019.

He does not hold Directorship in any other Public Company.

He holds 69,126 shares by himself or for any other person on a beneficial basis in the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Pankaj Baliga for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. K. M. Gaonkar (i) Consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014; and (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. K. M. Gaonkar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. K. M. Gaonkar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. K. M. Gaonkar as an Independent Director.

Except Mr. K. M. Gaonkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

ITEM No. 8:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. D. H. Zaveri, as the Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of ₹ 50,000/- plus applicable taxes and out of pocket expenses to Mr. D. H. Zaveri, Cost Auditor of the Company for the financial year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By order of the Board

Place : Mumbai
Dated : 29th April, 2014

K. R. Naik
Executive Chairman