

NOTICE

SMARTLINK HOLDINGS LIMITED

(formerly known as Smartlink Network Systems Limited)

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395

Website: www.smartlink.co.in, Email id: Company.Secretary@smartlink.co.in

Notice is hereby given that the Twenty Fifth Annual General Meeting (AGM) of Smartlink Holdings Limited (formerly known as Smartlink Network Systems Limited) will be held on Tuesday the 7th day of August, 2018 at 11:00 a.m. at the registered office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt:
 - the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018, together with the Report of the Board of Directors and Auditors thereon;
 - the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018, together with the Report of the Auditors thereon.
- To appoint a Director in place of Ms. Arati Naik (holding DIN 06965985), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- To appoint Statutory Auditors to fill casual Vacancy
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 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), MSKA & Associates, Chartered Accountants (firm registration number 105047W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of Sharp & Tannan LLP, Chartered Accountants (registration number 127145W).
RESOLVED FURTHER THAT MSKA & Associates, Chartered Accountants (firm registration number 105047W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 11th May, 2018, until the conclusion of this Annual General Meeting (25th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."
- To appoint Statutory Auditors of the Company
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 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and pursuant to recommendation of Audit Committee and Board, MSKA & Associates, Chartered Accountants (firm registration number 105047W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five (5) years commencing from the conclusion of this Annual General Meeting (25th) till the conclusion of thirtieth Annual General Meeting of the Company (30th) at such remuneration and out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."
- To approve continuation of holding of office by Mr. K. R. Naik as Executive Chairman of the Company by way of a special resolution
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 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby granted for continuation of holding of office of Executive Chairman (Deemed to be a Managing Director under Section 196 of the Act) by Mr. K. R. Naik (DIN 00002013) who has attained the age of 70 (Seventy) years in November, 2017 upto the expiry of his present term of appointment, on the existing terms and conditions approved by the shareholders by way of a Special resolution passed at the Annual General Meeting held on 05th August, 2016.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also mentioned.
- 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 an aggregate not more than 10% of the total share capital of the Company. 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.
THE INSTRUMENT APPOINTING THE 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. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
- 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.
- The Company's Registrar & Share Transfer Agents (RTA) are:
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500 032
Email: einward.ris@karvy.com
- 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 Legal 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.
- The Register of members and share Transfer Books of the Company shall remain closed from Tuesday the 24th day of July, 2018 to Tuesday the 31st day of July, 2018 (both days inclusive).
- Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Once the amount and shares are transferred by the Company to IEPF, no claim thereof shall lie against the Company. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of Annual Report.
The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 24th Annual General Meeting of the Company held on 12th August, 2017 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.
- Shareholders are advised to avail of the facility for receipt of future dividends (if any) through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, 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).
9. Members can avail 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 (RTA) at the above mentioned address.
 10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
 11. 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.
 12. 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.
 13. Electronic copy of the Annual Report for 2017-18, the Notice of the 25th Annual General Meeting of the Company, instructions for e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 copy of the Annual Report for 2017-18 is being sent in the permitted mode.
 14. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2017-18 are also available on the Company's website www.smartlink.co.in for 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.
 15. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by Karvy on all resolutions set-forth in this Notice.
 16. The Company has designated Company.Secretary@smartlink.co.in as an email id for quick Redressal of shareholders/investors grievances. Also if any shareholder requires a hard copy of the Report he can write to the Company at the above mentioned email address.
 17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
 18. 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 RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
 19. The information relating to the Director seeking re-appointment at the Annual General Meeting as required to be given as per the Listing Regulations is as given below:
Ms. Arati Naik is a BE (Honours) in Computing Technology and MSc (Honours) in Business Information Systems from University of Bolton, United Kingdom. She is 34 yrs of age, has experience of over 9 years, in the networking field. Currently she is the Chief Operating Officer of Digisol Systems Limited, wholly owned subsidiary of Smartlink Holdings Limited
She does not hold any Directorship in any other Listed Public Limited Company. She holds 22,55,000 Equity Shares of the Company.
She is a Non-Executive Director of the Company w.e.f 26th October, 2017.
 20. All the Members wishing to ask questions during the 25th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.
 21. General instructions/information for Members for voting on resolutions:
 - a. A member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that member shall be treated as invalid.
 - b. Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
 - c. Member who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
 - d. The voting rights of the Members shall be in proportion to their shareholding in paid up equity share capital of the Company, subject to the provision of section 108 of Companies Act, 2013 and rules made thereunder, as amended as on the cut-off date being 1st August, 2018.
 - e. Any person who acquires shares of the company and becomes member of the company after dispatch of the notice and holding shares as of cut-off date i.e. 1st August, 2018, may obtain the user ID and password for voting by sending request to evoting@karvy.com.

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

Item No. 3 & 4

Sharp & Tannan LLP, Chartered Accountants, were Statutory Auditors of the Company appointed by the shareholders at the AGM held on 12th August, 2017 for 5 years but due to administrative reasons they tendered their resignation as the Statutory Auditors of the Company post submission of Company's audit report on the financial statements for the financial year ended 31st March, 2018 w.e.f. the closing hours of 11th May, 2018.

In order to fill up the casual vacancy, the Board recommended appointment of MSKA & Associates, Chartered Accountants (firm registration number 105047W), to conduct the audit for the period 2018-19 to 2022-23, at its Board Meeting held on 11th May, 2018.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of MSKA & Associates, Chartered Accountants (registration number 105047W), in the General Meeting of the Company within 3 (three) months from the date of recommendation by the Board. Hence, the company seeks the approval of the members for the item number 3 of the notice.

In regards to appointment of Statutory Auditors referred to in item no. 4 of the Notice, the brief profile of the Auditors is as under:

MSKA & Associates is a leading Chartered Accountancy firm in India having international reach. MSKA & Associates has a strong presence in India with offices located at Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi, Gurgaon, Kochi, Pune and is now in Goa. The Firm has ability to service clients in multiple sectors including Information Technology and ITES. The Firm has 30 partner/directors and 400+ audit and assurance professionals.

Board recommends the resolutions of the Items 3 and 4 to the notice for your approval. None of the directors, key managerial personnel or their relatives are concerned or interested in the above resolution.

Item No. 5

The Shareholders of the Company at the 23rd Annual General Meeting held on 5th August, 2016 had approved re-appointment of Mr. K. R. Naik as an Executive Chairman (Deemed to be a Managing Director under Section 196 of the Act) of the Company for a period of Three years effective from 26th December, 2016 by a Special Resolution under the relevant provisions of the Companies Act, 2013 ("the Act").

Mr. K. R. Naik, Executive Chairman has attained the age of 70 years in November, 2017. In view of introduction of the Companies Act, 2013 with effect from 1st April 2014 and also as a matter of abundant precaution, the Company seeks consent of the members by way of a special resolution for continuation of holding office of Executive Chairman by Mr. K. R. Naik after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. All other terms and conditions of the appointment shall remain the same as approved by the shareholders at the Annual General Meeting held on 5th August, 2016.

Mr. K. R. Naik has an experience of over 40 years in the Industry. His main exposure is in the networking field. With this experience he shall guide the growth of the group as a whole to a new level under the supervision of the Board of Directors of the Company.

The Board therefore recommends the special resolutions for your approval. Except Ms. Arati Naik (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested in the above resolution.

By order of the Board
Urjita Damle
Company Secretary

Place: Mumbai
Dated: 11th May, 2018
Reg Add: L-7, Verna Industrial Estate,
Verna, Salcete, Goa - 403722

SMARTLINK HOLDINGS LIMITED

(formerly known as Smartlink Network Systems Limited)

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395

Website: www.smartlink.co.in, Email Id: Company.Secretary@smartlink.co.in

Serial No.:

1. Folio Number / DP ID No. and Client ID No. :
2. Name :
3. Registered Address of the Sole/first named Member :
4. Name(s) of the Joint Holder(s), if any :

Dear Shareholder(s)

Please find enclosed the Notice convening the 25th Annual General Meeting (**AGM**) of Smartlink Holdings Limited ('the Company') to be held on **Tuesday, 7th August, 2018 at 11.00 A.M.** and the Annual Report for the Financial Year 2017-18.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Company has appointed Karvy Computershare Private Limited ('**KCPL**', '**Karvy**' or '**Service Provider**') for facilitating remote e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

In this regard, please find below USER ID and Password for remote e-voting:-

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note:- Please turn over for detailed process and manner for e-voting.

The instructions and other information relating to remote e-voting are as under:

- 1.A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii) Enter the login credentials (i.e., User ID and password mentioned above). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e. SMARTLINK HOLDINGS LIMITED.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cs.sbhat@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO." The document should reach the Scrutinizer and such other person on or before Monday, 6th August, 2018 at 5:00 PM.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - (i) User ID and initial password as provided above.
 - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Wednesday, 1st August, 2018, may write to the Karvy on the email Id evoting@karvy.com or to Mrs. C Shobha Anand, Contact No. 040-67162222, at [Unit: Smartlink Holdings Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
3. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Wednesday, 1st August, 2018.
4. The remote e-voting period commences on Friday, 3rd August, 2018 at 9.00 a.m and ends on Monday, 6th August, 2018 at 5.00 p.m; During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Wednesday, 1st August, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of poll ballot at AGM.
5. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mrs. C Shobha Anand, Contact No. 040-67162222 at [Unit: Smartlink Holdings Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
6. The Board of Directors has appointed CS Shivaram Bhat, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting or ballot may vote at the AGM through poll paper for all businesses specified in the accompanying Notice.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing will declare the result of voting forthwith.
9. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
10. The Results shall be declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.smartlink.co.in) and on the Service Provider's website (<https://evoting.karvy.com>) and will communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

ATTENDANCE SLIP

SMARTLINK HOLDINGS LIMITED

(formerly known as Smartlink Network Systems Limited)

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • **CIN:** L67100GA1993PLC001341
Tel: 0832-2885400, **Fax:** 0832-2783395 • **Website:** www.smartlink.co.in, **Email id:** company.secretary@smartlink.co.in

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id* :		Folio No. :	
Client Id* :		No. of Shares :	

Name and Address of the Shareholder: _____

I/We hereby record my / our presence at the 25th Annual General Meeting of the Company on Tuesday 7th day of August, 2018 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 at 11:00 a. m.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder/Proxy

.....cut here.....

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SMARTLINK HOLDINGS LIMITED

(formerly known as Smartlink Network Systems Limited)

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • **CIN:** L67100GA1993PLC001341
Tel: 0832-2885400, **Fax:** 0832-2783395 • **Website:** www.smartlink.co.in, **Email id:** company.secretary@smartlink.co.in

Name of the member(s): _____	E-mail Id: _____
Registered address: _____	Folio No./Client Id: _____
	DP/ID: _____

I/We, being the member(s) of _____ shares of Smartlink Holdings Limited, hereby appoint

- (1) Name: _____ Address: _____ E-mail id: _____ or failing him;
 (2) Name: _____ Address: _____ E-mail id: _____ or failing him;
 (3) Name: _____ Address: _____ E-mail id: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Tuesday the 7th day of August, 2018 at 11:00 a.m. at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive, consider, approve and adopt: a. the Audited Standalone Financial Statements of the Company for the year ended 31 st March, 2018, together with the Report of the Board of Directors and Auditors thereon; b. the Audited Consolidated Financial Statements of the Company for the year ended 31 st March, 2018, together with the Report of the Auditors thereon.			
2.	To appoint a Director in place of Ms. Arati Naik (holding DIN 06965985), who retires by rotation and, being eligible, offers herself for re-appointment			
SPECIAL BUSINESS				
3.	To appoint Statutory Auditors to fill casual Vacancy			
4.	To appoint Statutory Auditors of the Company			
5.	To approve continuation of holding of office by Mr. K. R. Naik as Executive Chairman of the Company by way of a special resolution			

Signed this _____ day of _____, 2018 Signature of shareholder _____

Affix
Revenue
Stamp of
not less
then ₹ 1/-

Signature of First Proxy holder Signature of Second Proxy holder Signature of Third Proxy holder



.....cut here.....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company. 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. 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 25th Annual General Meeting.
5. This is only Optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.