

# NOTICE

## Smartlink Network Systems Limited

CIN: L30007GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395

Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email id: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

Notice is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the Members of Smartlink Network Systems Limited will be held at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722, on Saturday the 12<sup>th</sup> day of August, 2017 at 11:00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt Standalone Financial Statement & Consolidated Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2017, together with the Report of the Board of Directors and Auditors thereon.
2. To declare Dividend for the year ended 31<sup>st</sup> March, 2017.
3. To re-appoint Mr. K. R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, pursuant to the proposal of the Audit committee and on recommendation of the Board, Sharp & Tannan, Chartered Accountants (registration number 127145W) be and is 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 (24<sup>th</sup> AGM) till the conclusion of Twenty Ninth Annual General Meeting of the Company (29<sup>th</sup> AGM) (subject to ratification of their appointment at every AGM if so required under the Act) on a remuneration and out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

By order of the Board  
Urjita Damle  
Company Secretary

Place : Mumbai

Dated : 17<sup>th</sup> May, 2017

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

### 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 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.

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.

2. 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.
3. 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](mailto:einward.ris@karvy.com)
4. **The Register of members and Share Transfer Books of the Company shall remain closed from Wednesday the 19<sup>th</sup> day of July, 2017 to Wednesday the 26<sup>th</sup> day of July, 2017 (both days inclusive).**

Pursuant to provisions of Section 124 of the Companies Act, 2013 dividend 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. The Company had, accordingly, transferred an amount of

Rs. 92,246/- being unclaimed dividend for the financial year ended 31<sup>st</sup> March, 2009 on 29<sup>th</sup> September, 2016 and no claim lies against the company in respect thereof.

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules (as amended and made applicable from time to time).

5. The dividend recommended by the Board, if approved by the shareholders at the Annual General Meeting, will be paid on or after 14<sup>th</sup> August, 2017 to those members:
  - a) whose names appear as Beneficial Owners as at the end of the business hours on 18<sup>th</sup> July, 2017 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 18<sup>th</sup> July, 2017.
6. Pursuant to Sections 124 (5) and other applicable provisions of the Companies Act, 2013 the Dividend which remains unpaid and unclaimed for a period of 7 years would be transferred to Investor Education and Protection Fund (IEPF). 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
31.03.2010	24.07.2010	23.07.2017	22.08.2017
31.03.2011	30.07.2011	29.07.2018	28.08.2018
31.03.2012	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
31.03.2014	26.07.2014	25.07.2021	24.08.2021
31.03.2015	14.08.2015	13.08.2022	12.08.2022

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company as on the date of 23<sup>rd</sup> Annual General Meeting of the Company held on 5<sup>th</sup> August, 2016 on the website of IEPF viz. ([www.iepf.gov.in](http://www.iepf.gov.in)) and under "Investor Relations" on the website of the Company viz. [www.smartlink.co.in](http://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.

7. Shareholders are advised to avail of the facility for receipt of future dividends 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).
8. 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 (RTA) at the above mentioned address.
9. 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.

10. 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.
11. Electronic copy of the Annual Report for 2016-17, the Notice of the 24<sup>th</sup> Annual General Meeting of the Company, instructions for e-voting along with Ballot Form, 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 2016-17 is being sent in the permitted mode.
12. Members may also note that the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.smartlink.co.in](http://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.
13. 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.
14. The Company has designated [Company.Secretary@smartlink.co.in](mailto: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 address.
15. 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.
16. The information relating to the Director seeking reappointment at the Annual General Meeting as required to be given as per the Listing Regulations is given below:

Mr. K. R. Naik is the founder of Smartlink Network Systems Ltd. He joined the Company as the Director on 31<sup>st</sup> March 1993. His vision is to make the company a premier technology Company with a strong base of Manufacturing in the Networking / Communication field. Mr. Naik has over four decades of experience in the networking industry. He holds a Post Graduate Degree in Industrial Engg. from Jhunjunwala College, Mumbai and a Diploma in Business Management from Jamnalal Bajaj Institute of Management, Mumbai. He started his career with IBM India and worked in the design and development of parts and products in IBM. He is also a former President of MAIT.

He hold directorship in the Synegra EMS Limited and Telesmart SCS Limited. He hold 15,662,993 shares in the Company. He was re-appointed as Executive Chairman of the Company.
17. As regards appointment of Statutory Auditors referred to in item no. 4 of the Notice, the following details are given for information of the shareholders:

Deloitte Haskins & Sells LLP, Chartered Accountants, (firm registration number 117366W / W-100018 issued by the Institute of Chartered Accountants of India) have been the auditors of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, an audit firm can be appointed as auditors of a Company for not more than two terms of five consecutive years each. For the purpose of calculating the period of ten years, the period for which the audit firm had held office as auditors, prior to 1<sup>st</sup> April, 2014, was required to be taken into account. The Companies Act, 2013 also provides a transition period of three years, within which the concerned companies are required to mandatorily rotate its auditors.

Accordingly, Deloitte Haskins & Sells LLP will complete their term of three years at the conclusion of this Annual General Meeting ("AGM")

and are not eligible for re-appointment.

Pursuant to the recommendation of the Audit Committee of Directors, the Board of Directors of the Company proposes to appoint Sharp & Tannan, Chartered Accountants, (Firm Registration No. 127145W issued by The Institute of Chartered Accountants of India) as the Auditors of the Company for one term of five years and to hold office as such from the conclusion of this AGM until the conclusion of the 29<sup>th</sup> AGM of the Company. The said appointment will be subject to ratification by the Members of the Company at every AGM.

Sharp & Tannan, Chartered Accountants, have consented to the said appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed under Section 141 of the Companies Act, 2013 and do not have any pecuniary interest in the Company or its subsidiary companies.

The Board, accordingly, recommends the appointment of Sharp & Tannan, Chartered Accountants as the Auditors of the Company as set out at Item No. 4 of this Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**Brief profile of the Auditors is as under:**

Sharp & Tannan, Chartered Accountants is part of Sharp & Tannan Group of firms which was established in the year 1934 and have offices strategically covering the geographical spread of key commercial cities of India. Sharp & Tannan Group consists of 22 partners, all of whom are fellow members of the Institute of Chartered Accountants of India and over 300 personnel of whom more than 60 are qualified Chartered Accountants.

18. 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.
19. **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 Computershare Private Limited, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.**
20. General instructions/ information for Members for voting on resolution
  - 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 shares of their 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 28<sup>th</sup> July, 2017.
  - 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. 28<sup>th</sup> July, 2017, may obtain the user ID and password for voting by sending request to [evoting@karvy.com](mailto:evoting@karvy.com) incase he/she has not updated the PAN with company/DP

**By order of the Board**

Place : Mumbai  
Dated : 17<sup>th</sup> May, 2017  
Reg Add: L-7, Verna Industrial Estate,  
Verna, Salcete, Goa 403722

**Urjita Damle  
Company Secretary**

# SMARTLINK NETWORK SYSTEMS LIMITED

CIN: L30007GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395

Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email id: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

Serial No.:

## BALLOT FORM

1 Name(s) & Registered Address of the sole/first named Member :

2 Name(s) of the Joint-Holder(s), if any :

3 Registered Folio Number / DP ID No / Client ID No\* :  
\* (Applicable to investor holding Shares in dematerialized form)

4 Number of Share(s) held :

5 (E-voting Sequence number) :

I / We hereby exercise my / our vote in respect of the Resolutions set out in the Notice of Annual General Meeting dated 17<sup>th</sup> May, 2017 by sending my/ our assent or dissent to the said resolutions by placing the mark (✓) at the appropriate box (tick in both boxes for the same resolution, will render the Ballot invalid):

Sr. No.	Description	Number of equity shares	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	To receive, consider, approve and adopt Standalone Financial Statement & Consolidated Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2017, together with the Report of the Board of Directors and Auditors thereon.			
2.	To declare Dividend for the year ended 31 <sup>st</sup> March, 2017.			
3.	To re-appoint Mr. K. R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To appoint Statutory Auditors of the Company.			

**Note: Please read the instructions printed overleaf carefully before filling this Form or e-voting.**

### A. GENERAL INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for one mode of voting i.e. either through e-voting or by postal Ballot Form. If a member opts for e-voting, they should not vote by ballot and vice-versa. In case members cast their vote by ballot as well as e-voting, the voting done by e-voting prevail and voting done by post shall be considered as invalid.
3. For details instruction on e-voting, please refer the instructions appended to the Annual General Meeting Notice.

## **B. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING POSTAL BALLOT FORM**

1. A shareholder desirous of exercising vote by Ballot should complete the Ballot Form in all respects and send it after signature to the scrutinizer in the attached self addressed postage prepaid envelop which shall be properly sealed with adhesive tape. However, envelopes containing Ballot Forms, if sent by courier at the expenses of the member but using the postage prepaid envelop will also be considered.
2. The Ballot form should be signed by the member as per specimen signature registered with the Company / Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA. Unsigned Ballot Form will be rejected.
3. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 P.M.) on Friday, 11<sup>th</sup> August, 2017. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before 11<sup>th</sup> August, 2017 providing sufficient time for postal transit.
4. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 28<sup>th</sup> July, 2017.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Ballot Form.
6. Members are requested not to send any paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer
7. The exercise of vote by Ballot is not permitted through proxy.
8. There will be only one Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A ballot form will be rejected if it is received torn, defaced or mutilated to an extent which will make it difficult for the scrutinizer to indentify either the member or the number of votes or to whether the votes are in favor or against or if the signature cannot be verified.
10. Members from whom no Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Ballot shall tie final.
12. Results of voting on resolutions will be declared on not later than 48 hours from the conclusion of the AGM at the registered office of the Company. The results will be informed to the Stock Exchanges and hosted on the Company's website [www.smartlink.co.in](http://www.smartlink.co.in) on the very day itself.
13. Kindly note that any query in relation to the resolutions proposed to be passed by Ballot may be addressed to The Company Secretary, Smartlink Network Systems Limited, L-7, Verna Industrial Estate, Verna, Salcete, Goa – 403722, Phone no:- +918322885400 Email:- [company.secretary@smartlink.co.in](mailto:company.secretary@smartlink.co.in)

# SMARTLINK NETWORK SYSTEMS LIMITED

CIN: L30007GA1993PLC001341

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Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email Id: [Company.Secretary@smartlink.co.in](mailto: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 24<sup>th</sup> Annual General Meeting (**AGM**) of Smartlink Network Systems Limited ('the Company') to be held on **Saturday, 12<sup>th</sup> August, 2017 at 11.00 A.M.** and the Annual Report for the Financial Year 2016-17.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Bank 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 NETWORK SYSTEMS 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](mailto:cs.sbhat@gmail.com) with a copy marked to [evoting@karvy.com](mailto: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 **Friday, 11<sup>th</sup> August, 2017 at 5:00 P.M.**
- 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. Friday, 28<sup>th</sup> July, 2017, may write to the Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C Shobha Anand, Contact No. 040-67162222, at [Unit: Smartlink Network Systems 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 remote e-voting period commences on the Tuesday, 8<sup>th</sup> August, 2017 at 10:00 A.M. and ends on Friday, 11<sup>th</sup> August, 2017 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 Friday, 28<sup>th</sup> July, 2017, 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.
  4. 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 Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
  5. 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 Friday, 28<sup>th</sup> July, 2017.
  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 scrutiniser'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 declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.smartlink.co.in](http://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 Network Systems Ltd.

**Registered Office:** L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • **CIN:** L30007GA1993PLC001341  
**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 24<sup>th</sup> Annual General Meeting of the Company on Saturday the 12<sup>th</sup> day of August, 2017 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

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## 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 Network Systems Ltd.

**Registered Office:** L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • **CIN:** L30007GA1993PLC001341  
**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 Network Systems 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 24<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday the 12<sup>th</sup> day of August, 2017 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
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider, approve and adopt Standalone Financial Statement & Consolidated Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2017, together with the Report of the Board of Directors and Auditors thereon.			
2.	To declare Dividend for the year ended 31 <sup>st</sup> March, 2017.			
3.	To re-appoint Mr. K. R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To appoint Sharp and Tannan, Chartered Accountants having Registration No. 127145W as Statutory Auditors of the Company.			

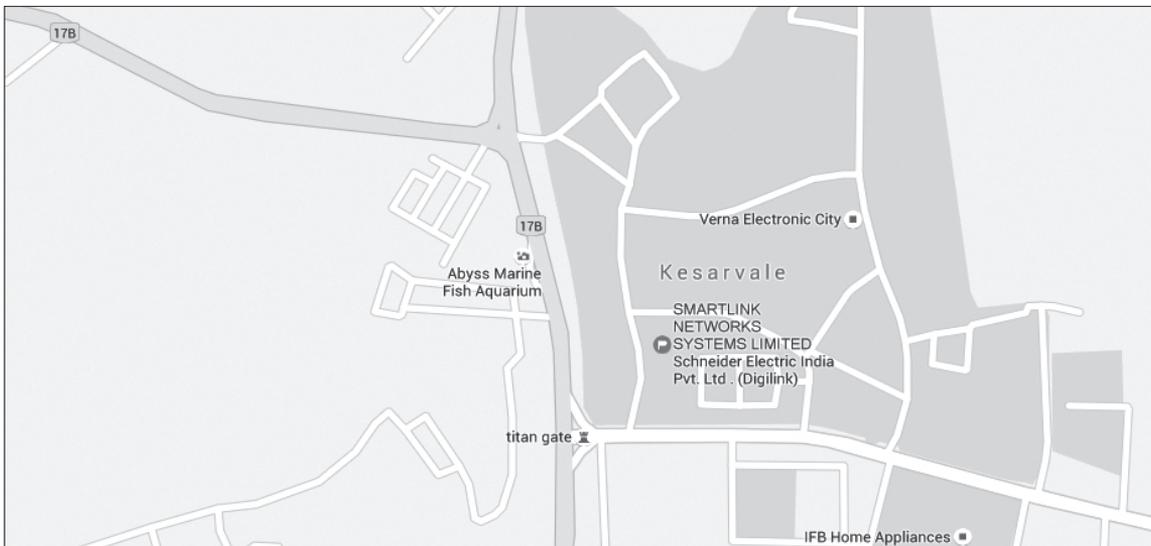
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017      Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of First Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of Third Proxy holder

Affix Revenue Stamp of not less then ₹ 1/-
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**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 24<sup>th</sup> 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.