

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.smartlinkholdings.com, E-mail id: Company.Secretary@smartlinkholdings.com

Notice is hereby given that the Twenty Sixth Annual General Meeting of Smartlink Holdings Limited will be held on Saturday the 28th day of September, 2019 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:

1. To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2019, together with the Report of the Board of Directors and Auditors thereon;
2. To re-appoint Mr. K. R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, the consent of the members be and is hereby accorded for appointment of Ms. Arati Naik (holding DIN 06965985) as a Whole Time Director designated as Executive Director of the Company for a period of three years with effect from 1st April, 2019 on the terms and conditions including remuneration set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT, the consent of the Company be and is hereby accorded to approve/ratify the remuneration paid / payable to Ms. Arati Naik as a Wholetime Director designated as Executive Director of the Company for a period from 1st April, 2019 upto 31st March, 2022 as set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

4. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the provisions of section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded for re-appointment of Mr. K. R. Naik (holding DIN 00002013) as an Executive Chairman (Wholetime Director) of the Company for a further period of five years with effect from 26th December, 2019 on terms and conditions including remuneration set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to section 196(3)(a) of the Companies Act, 2013, the consent of members of the Company be and is hereby accorded for re-appointing Mr. K. R. Naik (DIN 00002013) as an Executive Chairman of the Company who has crossed 70 years of age.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and/or to make modification as may be deemed to be in the best interest of the Company."

5. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013

("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Pankaj Baliga (holding DIN 00002864) be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT pursuant to provisions of regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) 2018, consent of members of the Company be and is hereby accorded for re-appointing Mr. Pankaj Baliga as Independent Director the Company as he will be attaining 75 years of age during the term of his appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

6. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. M. Gaonkar (holding DIN 00002425) as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as maybe deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

7. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhanubhai Patel (holding DIN 00223115) as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 09th September, 2019 upto 08th September, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

NOTES:

1. 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 7 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.

2. 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.

3. 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.

4. The Company's Registrar & Share Transfer Agents (RTA) are:
 Karvy Fintech Private Limited
 Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli,
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad - 500 032
 Email: einward.ris@karvyfintech.com
5. 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.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Karvy for assistance in this regard.
7. The Register of members and share Transfer Books of the Company shall remain closed from Tuesday, 17th September, 2019 to Tuesday, 24th September, 2019 (both days inclusive).
8. 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 25th Annual General Meeting of the Company held on 7th August, 2018 on the website of IEPF viz. (www.iepf.gov.in) and under "Investor Relations" on the website of the Company viz. www.smartlinkholdings.com.
9. 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 Fintech 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 photo copy of your cheque leaf (to capture correct bank account no, IFSC Code and 9 digit MICR Code).
10. 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 into M/s Karvy (RTA) at the above mentioned address.
11. 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.
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. Electronic copy of the Annual Report for 2018-19, the Notice of the 26th 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 Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their mail address, physical copy of the Annual Report for 2018-19 is being sent in the permitted mode.
15. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2018-19 are also available on the Company's website www.smartlinkholdings.com 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.
16. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
17. 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.
18. The Company has designated Company.Secretary@smartlinkholdings.com e-mail 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.
19. 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.
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 RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
21. All the Members wishing to ask questions during the 26th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.
22. General instructions/information for Members for voting on resolutions:
- A member can opt for only one mode of voting, i.e. either by e-voting or through poll at the AGM. 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.
 - 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 shall be able to exercise their right at the Meeting.
 - Member who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
 - 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 21st September, 2019.
 - 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. 23rd August, 2019, may obtain the user ID and password for voting by sending request to evoting@karvy.com.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors at their Meeting held on 1st February, 2019 had appointed Ms. Arati Naik as a Whole Time Director of the Company designated as Executive Director for a period of Three years w.e.f. 1st April, 2019; subject to approval of the Members of the Company in Annual General Meeting based on the recommendations of the Nomination and Remuneration Committee.

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

Ms. Arati Naik had joined the Company in the year 2008. She was promoted as Chief Operating Officer of the Company in 2014. Consequent to the restructuring done in 2016, she resigned as COO from Smartlink on 26th October, 2016 and continued as Non-Executive Director of the Company. She was appointed as Wholetime Director designated as Chief Operating Officer of the Wholly owned Subsidiary namely Digisol Systems Limited w.e.f 10th October, 2016 which position she held till 31st March, 2019.

A summary of the material terms and conditions relating to appointment of Ms. Arati Naik as Whole Time Director are as follows:

Terms and conditions as approved by the Board of Directors for the period from 1st April, 2019 to 31st March, 2022 is as given below to be ratified by the members under Item No. 3

- a. Basic Salary of ₹ 1,25,000/- per month.
- b. HRA shall be ₹ 62,500/- per month.
- c. Other allowances per month shall not exceed ₹60,700/- per month.
- d. Medical Reimbursement, Conveyance Allowance, Provident Fund and such other additional perquisites which are applicable to senior executives of the Company.
- e. Either party may terminate this appointment by giving 2 months notice in writing

She is daughter of Mr. K. R. Naik, Promoter and Executive Chairman of the Company and holds 1,695,006 shares in the Company. Ms. Arati Naik, the appointee and Mr. K. R. Naik, relative to the appointee shall be deemed to be concerned and interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Item No. 4

Mr. K. R. Naik was re-appointed as Executive Chairman of the Company w.e.f. 26th December, 2016 for a period of 3 years & is due for retirement on 25th December, 2019. It is now proposed to re-appoint Mr. K. R. Naik as an Executive Chairman (Wholetime Director) of the Company for a further period of 5 years upto 25th December, 2024. The Resolution and other terms and conditions of appointment require approval of the Company in General Meeting pursuant to provisions of section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and the resolution set out in Item no.4 is intended for that purpose.

A summary of the material terms and conditions relating to appointment of Mr. K. R. Naik as Executive Chairman as approved by the Board of Directors for the period from 26th December, 2019 to 25th December, 2024 is as given below:

- a. Consolidated Remuneration: ₹ 6,25,000/- per month of which 50% will be fixed pay. Variable Pay/Performance Bonus shall be 50% of the consolidated remuneration and shall be decided by the Board/Nomination and Remuneration Committee.
- b. Other benefits: as applicable to Senior Executives of the Company.
- c. Termination: By giving the other party, two months notice.
- d. He shall be liable to retire by rotation.
- e. Total remuneration as above shall be subject to Schedule V of the Act.
- f. In case of no profits or inadequacy of profits in any financial year, the Company may pay remuneration to the Executive Chairman by way of Salary, perquisites and any other allowances as set out hereinabove subject to obtaining necessary approvals from Central Government.
- g. The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act (including and statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time. Provided that the remuneration payable by way of consolidated salary and other benefits does not exceed the limits laid down in Section 197 and Schedule V of the Act, including any statutory modifications or re-enactments thereof.

Item No. 5

Mr. Pankaj Baliga was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to 31st March 2019. Since Mr. Pankaj Baliga has completed his initial term as an Independent Director of the Company on 31st March 2019, he is eligible for re-appointment for one more term, on passing of a special resolution by the company. The Board of Directors, re-appointed him as an independent Director of the Company for a second term of 5 consecutive years w.e.f. 1st April 2019 up to 31st March 2024 and he shall not be liable to retire by rotation. The performance evaluation of the Independent Directors was conducted by the entire Board of Directors based on a structured questionnaire. The nomination and remuneration committee reviewed the terms of re-appointment and recommended to the Board of Directors for their consideration. His appointment was subject to the approval of members. Mr. Baliga has consented for re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of reappointment as an Independent Director.

He does not hold any shares in the Company. He holds Directorship in Digisol Systems Limited.

Presently Mr. Baliga is the 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.

Pursuant to provisions of regulation 17 (1A) of SEBI (Listing Obligations

and Disclosure Requirements) 2018, consent of members of the Company is hereby accorded for re-appointing Mr. Pankaj Baliga as Independent Director the Company as he will be attaining 75 years of age during the term of his appointment.

The Board of Directors of your Company recommend passing of the resolution in relation for re-appointment of Mr. Baliga, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice for approval of the members

Item No. 6

Mr. K. M. Gaonkar had joined the Board of Directors of the Company in May, 2000. He was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to 31st March 2019. Since Mr. Gaonkar has completed his initial term as an Independent Director of the Company, he is eligible for re-appointment for one more term, on passing of a special resolution by the company. The Board of Directors, re-appointed him as an independent Director of the Company for a second term of 5 consecutive years w.e.f. 1st April 2019 up to 31st March 2024 and he shall not be liable to retire by rotation. The performance evaluation of the Independent Directors was conducted by the entire Board of Directors based on a structured questionnaire. The nomination and remuneration committee reviewed the terms of re-appointment and recommended to the Board of Directors for their consideration. His appointment was subject to the approval of members. Mr. Gaonkar has consented for re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of reappointment as an Independent Director.

He holds 23,319 shares in the Company. He holds Directorship in Synegra EMS Limited and Telesmart SCS Limited.

Presently Mr. Gaonkar 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.

The Board of Directors of your Company recommend passing of the resolution in relation for re-appointment of Mr. K. M. Gaonkar. None of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested, whether pecuniary or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

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

Item No: 7

Mr. Bhanubhai Patel had joined the Board of Directors of the Company in 2014. He was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to 08th September, 2019. Since Mr. Patel has completed his initial term as an Independent Director of the Company, he is eligible for re-appointment for one more term, on passing of a special resolution by the company. The Board of Directors, re-appointed him as an independent Director of the Company for a second term of 5 consecutive years w.e.f. 09th September, 2019 up to 08th September, 2024 and he shall not be liable to retire by rotation. The performance evaluation of the Independent Directors was conducted by the entire Board of Directors based on a structured questionnaire. The nomination and remuneration committee reviewed the terms of re-appointment and recommended to the Board of Directors for their consideration. His appointment was subject to the approval of members. Mr. Patel has consented for re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of reappointment as an Independent Director.

He does not hold any shares in the Company.

Presently Mr. Patel is the Member of the Audit Committee and the Chairman of Corporate Social Responsibility Committee of the Board of Directors of the Company.

The Board of Directors of your Company recommend passing of the resolution in relation for re-appointment of Mr. Baliga, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice for approval of the members

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

By order of the Board

Place : Mumbai
Dated : 28th August, 2019
Regd. Add: L-7, Verna Industrial Estate, Verna,
Salcete, Goa - 403722

Urjita Damle
Company Secretary

**Details of Directors seeking appointment/reappointment at the 26th Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI Listing Regulations 2015)**

Name of Directors	Arati Naik	Kamalaksha Naik	Krishnanand Maruti Gaonkar	Pankaj Baliga	Bhanubhai Patel
Date of Birth	14/08/1984	19/11/1947	10/09/1952	18/10/1946	14/09/1957
Date of Appointment	09/09/2014	31/03/1993	24/05/2000	22/12/2005	09/09/2014
Brief Resume	Ms. Arati Naik had joined the Company in the year 2008. Subsequently she was promoted as Business Development Manager, Global markets until 2013. Consequent to the resignation of Mr. Bimalraj Haridas, in June, 2014 she was promoted as Chief Operating Officer of the Company. She resigned as COO from Smartlink on 26 th October, 2016 and continued as Non-Executive Director of the Company. She was appointed as Wholetime Director designated as Chief Operating Officer of the Wholly owned Subsidiary namely Digisol Systems Limited w.e.f 10 th October, 2016 upto 31 st March, 2019.	Mr. K. R. Naik is the founder of Smartlink Holdings Limited. He joined the Company as the Director on 31 st March 1993. His vision to be a leading player in the Digitally connected world, by offering a complete value proposition from product design to customer delight. He 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.	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. 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.	Mr. Bhanubhai Patel holds a Bachelors Degree in Commerce and General Law and is a Member of the Institute of Chartered Accountants of India. He has more than 30 years of experience in the field of Finance and General Management. He has worked with Indian Xerographic Systems Ltd. (a Modi-Xerox Joint Venture) for 10 years and for last 21 years with Oerlikon Textile India Pvt. Ltd. (part of a Swiss based Oerlikon Group) in various capacities where presently he is holding the position of Joint Managing Director.
Disclosure of relationship between Director inter-se	Daughter of Mr. K. R. Naik, Executive Chairman of the Company	Related to Ms. Arati Naik, Executive Director of the Company	None	None	None
Names of the listed entities in which she/he holds directorships.	None	None	None	None	None
Chairman/Member of the Committee(s) of Board of Directors of other listed Entities.	None	None	None	None	None
Shareholding in the Company	16,95,006	84,95,878	Nil	Nil	Nil
No of meetings attended	5	6	5	6	6

By order of the Board

Place : Mumbai
Dated : 28th August, 2019
Regd Add: L-7, Verna Industrial Estate, Verna,
Salcete, Goa - 403722

Urjita Damle
Company Secretary

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.smartlinkholdings.com • **Email id:** Company.Secretary@smartlinkholdings.com

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 26th Annual General Meeting of the Company on Saturday, 28th day of September, 2019 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.smartlinkholdings.com • **Email id:** Company.Secretary@smartlinkholdings.com

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 26th Annual General Meeting of the Company, to be held on Saturday, 28th day of September, 2019 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 the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31 st March, 2019, together with the Report of the Board of Directors and Auditors thereon			
2.	To re-appoint Mr. K. R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment			
SPECIAL BUSINESS				
3	To consider and if thought fit, to pass Ordinary Resolution for appointment of Ms. Arati Naik as Wholetime Director of the Company.			
4	To consider and if thought fit, to pass Special Resolution for re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company for a further period of Five years.			
5	To consider and if thought fit, to pass Special Resolution for re-appointment of Mr. Pankaj Baliga as an Independent Director of the Company to hold office for second term of five consecutive years			
6	To consider and if thought fit, to pass Special Resolution for re-appointment of Mr. K. M. Gaonkar as an Independent Director of the Company to hold office for second term of five consecutive years			
7	To consider and if thought fit, to pass Special Resolution for re-appointment of Mr. Bhanubhai Patel as an Independent Director of the Company to hold office for second term of five consecutive years			

Signed this _____ day of _____, 2019 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/-



.....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 26th 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.

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.smartlinkholdings.com Email Id: Company.Secretary@smartlinkholdings.com

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 26th Annual General Meeting (**AGM**) of Smartlink Holdings Limited ('the Company') to be held on **Saturday, 28th September, 2019 at 11.00 A.M.** and the Annual Report for the Financial Year 2018-19.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Company has appointed Karvy Fintech 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:

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,
- 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., 21st September, 2019 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 Holdings Limited] Karvy Fintech 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 21st September, 2019.
4. The remote e-voting period commences on Wednesday, 25th September, 2019 at 10:00 a.m. and ends on Friday, 27th September, 2019, 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, 21st September, 2019 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 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 Fintech 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 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 authorized by him in writing will declare the result of voting forthwith.
9. The Results 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.smartlinkholdings.com) 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.