General information about company 532419 Scrip code NSE Symbol **SMARTLINK** MSEI Symbol ISIN INE178C01020 Name of the entity SMARTLINK HOLDINGS LIMITED Date of start of financial year 01-04-2019 Date of end of financial year 31-03-2020 Yearly Reporting Quarter 31-03-2020 Date of Report Not Applicable Risk management committee Market Capitalisation as per immediate previous Financial Year Top 2000 listed entities **Annexure I** Annexure I to be submitted by listed entity on quarterly basis **I. Composition of Board of Directors** Disclosure of notes on composition of board of directors explanatory Wether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO No No of post of Number of No of Chairperson No of Independent memberships in Audit/ Directorship Whether in Audit/ Stakeholder Directorship in listed special Stakeholder Committee in listed Tenure entities Committee(s) resolution entities held in listed Notes for Date of **Initial Date** Date including Category of including this (Mr Category 2 Date of Re-Date of including Name of the Category 1 entities passed? passing PAN 3 of of of director this listed of directors Director of directors [Refer Reg. special appointment cessation this listed listed entity including providing Birth appointment entity (Refe Ms) 17(1A) of resolution entity (Refer (Refer this listed PAN Regulation months) Regulation Listing Regulation entity (Refer 17A of Regulations] 17A(1) of 26(1) of Regulation Listing Listing Listing 26(1) of Regulations) Regulations) Regulations Listing Regulations) Kamalaksha Executive 00002013 Mr AAAPN9922E Chairperson 11-NA 31-03-1993 26-12-2019 60 Rama Naik Director 1947 Non-10-Krishnanand Executive -Not 00002425 Mr Maruti AACPG9938K 09-NA 24-05-2000 01-04-2019 60 Independent Applicable 1952 Gaonkar Director Non-Pankaj 18-Not 29-09-Executive -Mr Madhav AFBPB8896H 00002864 10-Yes 22-12-2005 01-04-2019 60 Independent Applicable 2019 1946 Baliga Director Non-12-Not Executive -Pradeep Mr AGEPP3898H 00064518 11-NA 05-01-2015 05-01-2020 24 Gopal Pande Independent Applicable 1954 I. Composition of Board of Directors $\ \, \textbf{Disclosure of notes on composition of board of directors explanatory} \\$ Wether the listed entity has a Regular Chairperson No of Number of No of Independent memberships Directorship Directorship Whether in Audit/ in listed in listed special Stakeholder entities entities Tenure Title resolutionCommittee(s) Category Initial Date including including Category 2 ncluding this Category 1 (Mr Name of the passed? Date of Re-Date of passing PAN DIN 3 of of this listed of this listed director of directors Director listed entity [Refer Reg. special appointment cessation appointment directors directors Birth entity (Refer entity (in Ms) 17(1A) of resolution (Refer months) Regulation (Refer Regulation Listing 17A of Regulation Regulations] 26(1) of Listing 17A(1) of Listing Regulations) Listing Regulations) Regulations Non-Bhanubhai Executive -Mr AAFPP9213M 00223115 09-09-2014 09-09-2019 60 Ramjibhai 09-NA Independent Applicable 1957 Non-07-Executive -Mr ADIPR0361E 01446215 05-08-2016 60 01-NA26-12-2006 Independent Applicable Anant Rane 1953 14-Arati Executive Ms ACOPN7561M 06965985 NA09-09-2014 01-04-2019 36 0 -80 Applicable Director 1984 Naik **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes Name of Committee Date of DIN Category 2 of Date of Category 1 of directors Remarks Number directors Appointment members Cessation Non-Executive - Independent Chairperson Pankaj Madhav Baliga 00002864 25-01-2006 Director Krishnanand Maruti Non-Executive - Independent 00002425 Member 08-01-2001 Gaonkar Non-Executive - Independent 01446215 Pradeep Anant Rane Member 22-10-2010 Director Bhanubhai Ramjibhai Non-Executive - Independent 00223115 Member 09-09-2014 Director Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks directors Number members Appointment Cessation Krishnanand Maruti Non-Executive - Independent 00002425 Chairperson 23-07-2010 Gaonkar Non-Executive - Independent 01446215 Pradeep Anant Rane Member 23-07-2010 Director Non-Executive - Independent Pankaj Madhav Baliga Member 23-07-2010 00002864 Director Non-Executive - Independent Member 00064518 Pradeep Gopal Pande 13-05-2015 Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Category 2 of Date of Date of Name of Committee Category 1 of directors Remarks Appointment Number members directors Cessation Non-Executive - Independent Pankaj Madhav Baliga 22-12-2005 00002864 Chairperson Director Kamalaksha Rama 00002013 **Executive Director** Member 08-01-2001 Naik Krishnanand Maruti Non-Executive - Independent 00002425 Member 08-01-2001 Gaonkar Director **Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson Yes Name of Committee DIN Date of Category 1 of Category 2 of Date of Remarks Number directors Appointment Cessation members directors **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson | Yes DIN Name of Committee Date of Category 2 of Date of Category 1 of directors Remarks Number members Appointment directors Cessation Bhanubhai Ramjibhai Non-Executive - Independent 00223115 Chairperson 12-11-2014 Patel Director Kamalaksha Rama 00002013 **Executive Director** Member 12-11-2014 Naik Non-Executive - Independent Member 00002864 Pankaj Madhav Baliga 12-11-2014 Director **Other Committee** Category 1 of directors DIN Number Name of Committee members Name of other committee Category 2 of directors | Remarks **Annexure 1 Annexure 1 III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory Notes for Whether Date(s) of Date(s) of meeting No. of Independent Maximum gap between Number of requirement of meeting (if any) not (if any) in the any two consecutive (in Directors Directors attending providing in the current Quorum met number of days) the meeting* previous quarter present* quarter Date (Yes/No) 12-12-2019 Yes 5 60 Yes 6 11-02-2020 **Annexure 1 IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Whether No. of Date(s) of meeting (Enter Number Maximum gap Reson for Independent Name of requirement dates of Previous quarter and between any two Name of not of Directors of Quorum other Committee Current quarter in consecutive (in providing Directors attending the committee met chronological order) number of days) date present* meeting* (Yes/No) Audit 12-12-2019 Yes 3 Committee Audit 60 Yes 11-02-2020 Committee Nomination and 12-11-2019 Yes remuneration committee Stakeholders Relationship 11-02-2020 2 Yes 3 Committee **Annexure 1 V. Related Party Transactions** If status is Noldetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Yes Whether prior approval of audit committee obtained NA Whether shareholder approval obtained for material RPT Whether details of RPT entered into pursuant to omnibus approval NA have been reviewed by Audit Committee **Annexure 1 VI. Affirmations** Compliance Sr | Subject status (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) NA Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in Yes SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes **Annexure 1** Compliance status Subject Urjita Damle Name of signatory Company Secretary and Compliance Officer Designation **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Noldetails of Compliance non-compliance may be Web address Sr Item status (Yes/No/NA) given here. https://www.smartlinkholdings.com/about-us/? Details of business Yes slug=about-snsl Terms and conditions of https://www.smartlinkholdings.com/investor-relation/? slug=independent-director-terms-conditions-corporateappointment of independent Yes directors Composition of various https://www.smartlinkholdings.com/investor-relation/? Yes committees of board of directors slug=smartlink-policies-corporate-governance Code of conduct of board of https://www.smartlinkholdings.com/investor-relation/? directors and senior Yes slug=smartlink-policies-corporate-governance management personnel Details of establishment of vigil https://www.smartlinkholdings.com/investor-relation/? mechanism/ Whistle Blower Yes slug=smartlink-policies-corporate-governance policy Criteria of making payments to NA non-executive directors https://www.smartlinkholdings.com/investor-relation/? Policy on dealing with related Yes party transactions slug=smartlink-policies-corporate-governance Policy for determining material https://www.smartlinkholdings.com/investor-relation/? Yes slug=smartlink-policies-corporate-governance subsidiaries Details of familiarization https://www.smartlinkholdings.com/investor-relation/? programmes imparted to Yes slug=smartlink-policies-corporate-governance independent directors **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is No Compliance details of non-Sr Item Web address status compliance may (Yes/No/NA) be given here. Contact information of the designated officials of https://www.smartlinkholdings.com/investorthe listed entity who are responsible for assisting Yes relation/?slug=investors-contact-details and handling investor grievances email address for grievance redressal and other https://www.smartlinkholdings.com/investor-Yes relevant details relation/?slug=investors-contact-details https://www.smartlinkholdings.com/investor-12 | Financial results Yes relation/?slug=quarterly-financial-results https://www.smartlinkholdings.com/investor-13 | Shareholding pattern Yes relation/?slug=shareholding-pattern Details of agreements entered into with the media NA companies and/or their associates Schedule of analyst or institutional investor meet and presentations made by the listed entity to NA analysts or institutional investors simultaneously with submission to stock exchange 16 New name and the old name of the listed entity NA https://www.smartlinkholdings.com/investor-17 Advertisements as per regulation 47 (1) Yes relation/?slug=other-notices 18 Credit rating or revision in credit rating obtained NASeparate audited financial statements of each https://www.smartlinkholdings.com/investor-19 subsidiary of the listed entity in respect of a relevant Yes relation/?slug=telesmart-scs-ltd-quarterlyfinancial year Whether company has provided information under https://www.smartlinkholdings.com/investor-Yes separate section on its website as per Regulation relation/?slug=investors-contact-details https://www.smartlinkholdings.com/investor-21 | Materiality Policy as per Regulation 30 Yes relation/?slug=smartlink-policies-corporategovernance Dividend Distribution policy as per Regulation 43A NA (as applicable) It is certified that these contents on the website of https://www.smartlinkholdings.com/investor-Yes the listed entity are correct relation/?slug=investors-contact-details **Annexure II II. Annual Affirmations** Compliance status | If status is Noldetails of non-Regulation Sr Particulars Number (Yes/No/NA) compliance may be given here. Independent director(s) have been appointed in terms of 16(1)(b) & Yes specified criteria of Independence and/or eligibility 25(6) 17(1), Board composition 17(1A) & Yes 17(1B) Meeting of Board of directors 17(2) Yes Yes Quorum of Board meeting 17(2A) 17(3) Yes **Review of Compliance Reports** 17(4) Plans for orderly succession for appointments Yes Code of Conduct 17(5) Yes Fees/compensation 17(6) Yes 17(7) Yes Minimum Information Compliance Certificate 17(8) Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-compliance Regulation Compliance status Sr Particulars Number (Yes/No/NA) may be given here. 17(9) Risk Assessment & Management Yes Performance Evaluation of Independent 17(10) Yes Directors Recommendation of Board 17(11) Yes 17A 14 Maximum number of Directorships Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Sr Particulars Number (Yes/No/NA) compliance may be given here. 21 Meeting of Stakeholders Relationship Committee 20(3A) Yes 21(1),(2),(3),(4) NA Composition and role of risk management committee Meeting of Risk Management Committee 21(3A) NA 22 Yes 24 Vigil Mechanism 23(1),(1A),(5), 25 Policy for related party Transaction Yes (6),(7) & (8) Prior or Omnibus approval of Audit Committee for 23(2), (3) Yes all related party transactions NA Approval for material related party transactions 23(4) Disclosure of related party transactions on 23(9) Yes consolidated basis Composition of Board of Directors of unlisted 24(1) Yes material Subsidiary Other Corporate Governance requirements with 24(2),(3),(4),(5) Yes respect to subsidiary of listed entity & (6) **Annexure II II. Annual Affirmations** Compliance If status is Noldetails of non-Regulation Sr Particulars status Number compliance may be given here. (Yes/No/NA) Annual Secretarial Compliance Report 24(A) Yes 32 | Alternate Director to Independent Director 25(1) NA 33 Maximum Tenure 25(2) Yes 25(3) & 34 Meeting of independent directors Yes (4) 35 | Familiarization of independent directors 25(7) Yes 25(8) & 36 Declaration from Independent Director Yes (9) 25(10) NA 37 D & O Insurance for Independent Directors Memberships in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of 26(3) Yes Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive Directors 26(4) Yes Policy with respect to Obligations of directors and senior 26(2) & Yes management 26(5) Any other information to be provided - Add Notes **Annexure II** Name of signatory Urjita Damle Designation Company Secretary and Compliance Officer **Annexure II III. Affirmations Compliance status** Sr | Particulars (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with Yes respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** Name of signatory Urjita Damle Designation Company Secretary and Compliance Officer **Signatory Details** Name of signatory Urjita Damle Designation of person Company Secretary and Compliance Officer Place Verna Goa 13-05-2020

Notes for

providing

DIN

No of post

Chairperson

in Audit/

Stakeholder

Committee

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Regulation

26(1) of

Listing Regulations)