

SMARTLINK HOLDINGS 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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Ninth Annual General Meeting of Smartlink Holdings Limited will be held on Friday, September 23, 2022 at 11:00 A.M. IST 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. Adoption of Financial Statements

To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022, together with the Report of the Board of Directors and Auditors thereon;

2. Appointment of Ms. Arati Naik (DIN 06965985) as Director, liable to retire by rotation

To appoint a Director in place of Ms. Arati Naik (DIN 06965985) who retires by rotation and being eligible, offers herself for re-appointment.

3. Appointment of Statutory Auditors

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint M/s Shridhar & Associates, Chartered Accountants having Firm Registration Number 134427W as Statutory Auditors of the Company for a period of four consecutive years from the conclusion of the 29th Annual General Meeting (AGM) until the conclusion of the 33rd Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. K. R. Naik, Executive Chairman, Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies."

By order of the Board
For Smartlink Holdings Limited

Urjita Damle
Company Secretary

Place : Verna, Goa
Dated : May 11, 2022
Regd. Office: L-7, Verna Industrial Estate,
Verna Salcete Goa - 403722

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice is annexed hereto.
The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also mentioned.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
- During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company.
- The Company's Registrar & Share Transfer Agents (RTA) are:
Kfin Technologies Limited
Unit: Smartlink Holdings Limited
Selenium Tower B, Plot No 31 & 32
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad – 500 032, Telangana
Toll Free No: 1800 309 4001
Email: einward.ris@kfintech.com
- Shareholders are requested to notify any change of address:
 - to their Depository Participants (DPs) in respect of the shares held in Demat form, and
 - to the Company to its Legal Department at the Registered Office at Verna, Goa in respect of the shares held in physical form.
 - In case the mailing address mentioned on this Annual Report is without the PIN CODE, inform your DP or the Company, as mentioned above.
- In view of the relaxations given by MCA vide circular dated May 05, 2022 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 pursuant to the COVID-19 Pandemic, the Annual Report including Financial Statements, Auditor's Report, Board Report, Notice of AGM, along with

all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2021-22 will also be available on the Company's website www.smartlinkholdings.com and website of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at company.secretary@smartlinkholdings.com in case they wish to obtain the same.

7. 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, Kfin Technologies Limited for assistance in this regard.
8. The Register of members and share Transfer Books of the Company shall remain closed from Friday, September 09, 2022 to Thursday, September 15, 2022 (both days inclusive).
9. 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 Directors' 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 28th Annual General Meeting of the Company held on September 30, 2021 on the website of IEPF viz. (www.iepf.gov.in) and under "Investor Relations" on the website of the Company viz. www.smartlinkholdings.com.
10. 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, Kfin Technologies Limited 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).
11. 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 to Kfin Technologies Limited (RTA) at the above-mentioned address.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
15. The Company has designated Company.Secretary@smartlinkholdings.com e-mail id for quick Redressal of shareholders/investors grievances.
16. 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.
17. 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.
18. All the Members wishing to ask questions during the 29th Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.
19. 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 KFin Technologies Limited on all resolutions set-forth in this Notice. Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice.
20. 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.
21. 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).
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
23. 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.kfintech.com>) and will be communicated to BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

PROCEDURE FOR E-VOTING

I. ACCESS TO DEPOSITORIES E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

| | |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> a) To register click on link: https://eservices.nsdl.com b) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Proceed with completing the required fields. d) Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> a) Open URL: https://www.evoting.nsdl.com/ b) Click on the icon "Login" which is available under 'Shareholder/Member' section. c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. e) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest: <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com b) Click on New System Myeasi c) Login with your registered user id and password. d) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. e) Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) Proceed with completing the required fields. c) Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> a) Visit URL: www.cdslindia.com b) Provide your demat Account Number and PAN No. c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. d) After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress. |
| <p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p> | <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Call at toll free no.:1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at 022- 23058738 or 022-23058542-43 |

II. ACCESS TO KFINTECH E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

Login method for e-Voting for Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

- Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" i.e., 'SMARTLINK HOLDINGS LIMITED- AGM' and click on "Submit".
 - 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - 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.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.bhat@gmail.com with a copy marked to evoting@kfintech.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 Thursday, September 22, 2022 at 5:00 P.M.
- Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/client-services/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

GENERAL INSTRUCTIONS ON REMOTE E-VOTING

- The remote e-voting period commences on Tuesday, September 20, 2022 at 10:00 a.m. and ends on Thursday, September 22, 2022 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, September 16, 2022 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 able to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll at AGM.
- 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 provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Friday, September 16, 2022.
- 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 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.
- Members 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.
- 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, September 16, 2022 or does not have his/her email id registered, may write to the KFin on the email id evoting@kfintech.com or to Mrs. C Shobha Anand, Contact No. 1800 309 4001, at [Unit: Smartlink Holdings Limited] KFin Technologies Limited, Kfintech 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, members are requested to refer to the instructions provided under "Procedure for E-Voting" section of this Notice to cast the vote.
- In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.kfintech.com> (KFin's website) or contact Mrs. C Shobha Anand, Contact No. 1800 309 4001 at [Unit: Smartlink Holdings Limited] KFin Technologies Limited, Kfintech Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.

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

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
| | | |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the ordinary business mentioned in the accompanying Notice of Annual General Meeting:

Item No. 3

The Reserve Bank of India ("RBI") had vide Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, Urban Co-operative Banks & NBFCs (including HFCs) ["RBI Circular/Guidelines"]. As per the said RBI Guidelines read together with the Frequently Asked Questions ("FAQs"), one audit firm could concurrently take up statutory audit of a maximum of eight NBFCs during a particular year. M/s MSKA & Associates (FRN 105047W), Chartered Accountants, Mumbai, erstwhile Statutory Auditors of the Company were appointed as Statutory Auditors of the Company at the 26th Annual General Meeting (AGM), to hold office from the conclusion of the 26th AGM until the conclusion of the 30th AGM. As on the date of coming into effect of the said RBI Circular, M/s MSKA & Associates then Statutory Auditors of the Company had reached the maximum limit for the number of audits to be undertaken in the financial year 2021-22. Therefore, considering the requirements under the said Guidelines and the related FAQs, they had communicated their resignation as Statutory Auditors of the Company effective December 10, 2021.

After considering various aspects on credentials and past experience of the audit firm and based on the recommendation of the Audit Committee, the Board at its Meeting held on December 10, 2021, inter alia, approved the appointment of M/s Shridhar and Associates (SAA), Chartered Accountants, Firm Registration Number 134427W as the Statutory Auditors of the Company to fill the casual vacancy caused by M/s MSKA & Associates, to hold office upto the conclusion of the Twenty-Ninth Annual General Meeting of the members of the Company. Further, the company had obtained the approval of shareholders through Postal Ballot vide Postal Ballot Notice dated December 10, 2021 for the Appointment of M/s Shridhar & Associates as Statutory Auditors of the Company to fill Casual Vacancy which was approved by the shareholders with requisite majority on January 14, 2022.

Further, based on the recommendations of the audit committee the Board had also approved the appointment of SAA as Statutory Auditors of the Company for a period of 4 (Four) consecutive years of the first term, from the conclusion of the 29th Annual General Meeting upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2026, to conduct the Audits for the financial year 2022-23 to 2025-26, subject to approval of Members of the Company.

The approval of Members of the Company is sought for appointment of SAA, Chartered Accountants as Statutory Auditors of the Company, for a period of 4 (Four) consecutive years, to hold office from conclusion of the 29th Annual General Meeting upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2026.

Brief Profile of Auditors:

M/s Shridhar and Associates is a Peer Reviewed Chartered Accountants Firm with Headquarters in Mumbai registered with the Institute of Chartered Accountants of India with Registration No. 134427W having 16 years of experience. It is empaneled with Indian Banking Association. SAA is professionally equipped firm which provides a full range of end-to-end solutions in BFSI sector. SAA has strong team of CAs/CSs/ CPA/DISA qualified professionals having in depth knowledge across auditing, accounting advisory, finance, valuations, IT, Mergers Acquisitions Restructuring. SAA has 3 offices in Mumbai, Delhi, and Bangalore & 7 international joint ventures in 6 locations USA, UK, Mauritius, Dubai, Hongkong and Singapore which provide services to MNC clients.

The Company has received confirmation from SAA that their appointment, if made, will be within the specified limits under the Act and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the said RBI Circular. Further, the statutory auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India ('ICAI') and hold valid certificate issued by the Peer Review Board of ICAI.

The Statutory Audit fees paid by the Company to M/s MSKA & Associates was ₹ 12 Lakhs (plus out of pocket expenses, outlays and taxes) for the FY 2021. The aggregate Statutory Audit fees paid to the statutory auditors for FY 2022 was ₹ 13 Lakhs (plus out of pocket expenses, outlays and taxes). It is proposed to pay Statutory Audit fee of ₹ 13 Lakhs p.a. to the Statutory auditors for the FY 2023 and for the period thereafter to be determined by the Board of Directors of the Company. The scope will include issuance of quarterly Limited review reports and audit report on annual financial statements. In addition, the Company would also be availing non-prohibited certification and other services from them. The proposed fee amount is exclusive of other services to be availed by the Company, re-imbursing of out-of-pocket expenses and applicable taxes.

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

The Board recommends ordinary resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company.

By order of the Board

Place : Verna, Goa
Date : May 11, 2022

Regd. Add: L-7, Verna Industrial Estate, Verna,
Salcete, Goa – 403722

Urjita Damle
Company Secretary

Details of Director seeking appointment/reappointment at the Twenty-Ninth Annual General Meeting (Pursuant to Regulation 36(3) of SEBI Listing Regulations 2015)

| | |
|--|---|
| Name of Director | Ms. Arati Naik |
| Director Identification Number (DIN) | 06965985 |
| Designation/ category of Director | Executive Director |
| Date of Birth | August 14, 1984 |
| Date of first appointment on the Board | September 09, 2014 |
| Brief Resume | Arati Naik is an Executive Director of the Company. She is Graduate in Computer Science and Post-Graduate in Business & Information Systems from The University of Bolton, UK and alumni of IIM Bangalore, having done an executive general management program. |
| Disclosure of relationship between Director inter-se | Daughter of Mr. K. R. Naik, Executive Chairman of the Company. |
| Names of the Public entities in which she/he holds directorships | Digisol Systems Limited |
| Chairman/Member of the Committee(s) of Board of Directors of other Public Entities | None |
| Shareholding in the Company (No. of shares) | 9,34,833 Equity Shares |
| No. of Board Meetings attended | 6 |

By order of the Board

Place : Verna, Goa
 Date : May 11, 2022
 Regd. Add: L-7, Verna Industrial Estate, Verna,
 Salcete, Goa – 403722

Urjita Damle
Company Secretary

ATTENDANCE SLIP

SMARTLINK HOLDINGS 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 29th Annual General Meeting of the Company on Friday, September 23, 2022 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]

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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 29th Annual General Meeting of the Company, to be held on Friday, September 23, 2022 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, 2022, together with the Report of the Board of Directors and Auditors thereon. | | | |
| 2. | To appoint a Director in place of Ms. Arati Naik (DIN 06965985) who retires by rotation and being eligible, offers herself for re-appointment. | | | |
| 3. | To consider and if thought fit, to pass Ordinary Resolution for appointment of M/s Shridhar & Associates, Chartered Accountants (FRN 134427W) as Statutory Auditors of the Company. | | | |

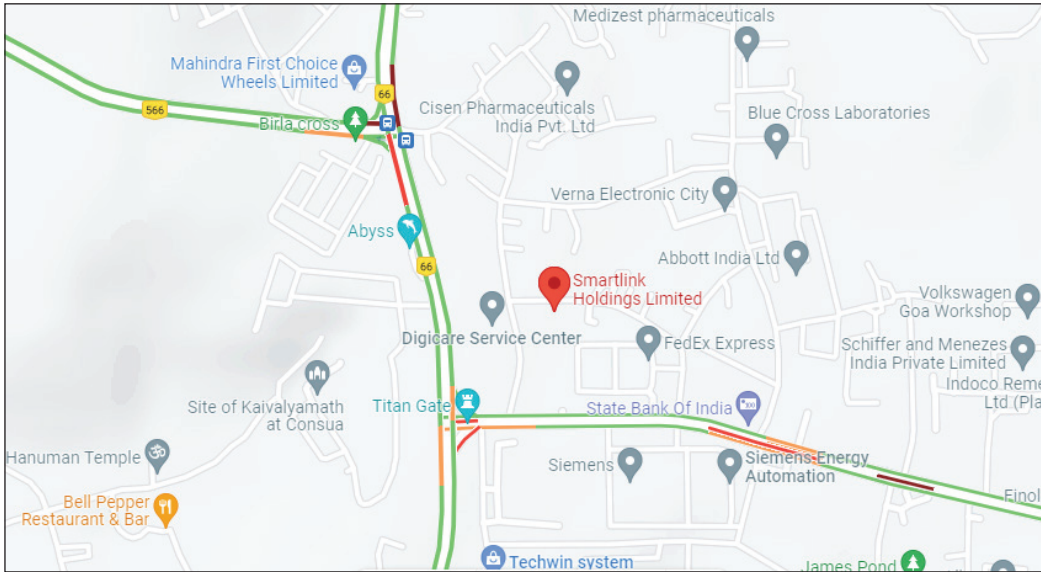
Signed this _____ day of _____, 2022 Signature of shareholder _____

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Affix
Revenue
Stamp of
not less
than ₹ 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 29th 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.