

smartlink
HOLDINGS
SMARTLINK HOLDINGS LIMITED

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400 Fax: 0832-2783395

Email: Company.Secretary@smartlinkholdings.com Website: www.smartlinkholdings.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, that the items of special business are proposed to be passed by Members by way of Postal Ballot only through Remote E-voting.

The Company will send the Postal Ballot Notice by email to all its members who have registered their email addresses with the Company/ KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFintech") or the Depository Participants and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, May 10, 2024 ("cut-off date"). Hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through Remote E-voting. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations and the MCA Circulars, the Company is offering facility of remote e-voting only. The Company has engaged the services of KFintech as its agency for providing E-voting facility to the shareholders of the Company. Accordingly, the Company is seeking your approval for the aforesaid proposal as contained in the resolutions appended below.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454; COP No. 7853) ("Scrutinizer") as the scrutinizer for conducting the postal ballot process through Evoting in a fair and transparent manner.

The Remote E-voting commences on **Saturday, May 18, 2024 at 10:00 a.m. (IST) and concludes on Sunday, June 16, 2024 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter. Members are requested to peruse the proposed Resolutions along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the Company not later than **5:00 p.m. (IST) on Sunday, June 16, 2024**, failing which it will be strictly considered that no reply has been received from the Members.

The Remote E-voting facility is available at the link <https://evoting.kfintech.com>. Members desiring to exercise their votes are requested to carefully read the Procedure for e-voting and the General Instructions relating to Remote E-voting enumerated in the Notes to this Notice.

The Scrutinizer will submit his Report to the Chairman or any person authorised by him upon completion of scrutiny of the votes.

The Results of voting by means of Postal Ballot through Remote E-voting shall be declared by the Chairman or any person authorised by him, on or before **Tuesday, June 18, 2024** and will be displayed on the website of the Company at <https://www.smartlinkholdings.com> and disseminated to the Stock Exchanges. The results declared along with the Report of the Scrutinizer shall be displayed at the Company's Registered Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company's Equity Shares are listed. The Results and the Report of the Scrutinizer will also be hosted on the Company's website at <https://www.smartlinkholdings.com> and on the website of Kfintech at <https://evoting.kfintech.com>. The Results will thereafter be published in at least 1 (one) English newspaper circulating in the whole of India and 1 (one) vernacular newspaper circulating in Goa. The Resolutions shall be deemed to have been passed on **Sunday, June 16, 2024**, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolution.

Item No. 1: Appointment of Mr. Satish Vishnu Godbole (DIN: 02596364) as an Independent Director

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Satish Vishnu Godbole (DIN: 02596364), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director with effect from March 31, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till March 30, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Satish Godbole shall be entitled to receive the remuneration /fees /commission and re-imbursement of such expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and LODR Regulations, as approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 2: Appointment of Mr. Chandrashekhar Maruti Gaonkar (DIN: 00002016) as an Independent Director

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Chandrashekhar Maruti Gaonkar (DIN: 00002016), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from May 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) years till May 08, 2027 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Chandrashekhar Gaonkar shall be entitled to receive the remuneration /fees /commission and re-imbursement of such expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and LODR Regulations, as approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 3: Appointment of Dr. Lakshana Amit Sharma (DIN: 10525082) as Non-Executive, Non-Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 150, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Lakshana Amit Sharma (DIN: 10525082) who was appointed as an Additional Director in the capacity of a Non-Executive, Non-Independent Director with effect from March 31, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company to hold office for a period of 5 (Five) years till March 30, 2029 and that she shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and other applicable provisions of the Act and the Rules made thereunder, Dr. Lakshana Sharma shall be entitled to receive the remuneration /fees /commission and re-imbursement of such expenses as permitted to be received in the capacity of Non-Executive, Non-Independent Director under the Act and LODR Regulations, as approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board
For Smartlink Holdings Limited**

**Sd/-
Urjita Damle
Company Secretary**

Registered Office:
L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
CIN: L67100GA1993PLC001341
Tel: 0832-2885400
Fax: 0832-2783395
E-mail: Company.Secretary@smartlinkholdings.com
Website: www.smartlinkholdings.com

Place: Mumbai
Date: May 09, 2024

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with details in terms of Regulation 36(3) of the LODR Regulations, stating material facts and reasons for the proposed Resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose name appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, May 10, 2024 (“cut-off date”) and is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFintech or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following the due procedure.
3. A copy of this Postal Ballot Notice is available on the website of the Company at www.smartlinkholdings.com, the website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date, i.e., Friday, May 10, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
5. Members cannot exercise vote by proxy on Postal Ballot.
6. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. All relevant documents referred to in this Notice and the Explanatory Statement pursuant to Sections 102 and 110 of the Act, will be posted on the Company’s website at www.smartlinkholdings.com, to facilitate online inspection of relevant documents until the last date of E-voting of this Postal Ballot i.e., Sunday, June 16, 2024.
8. **Voting through Remote E-voting:** In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the LODR Regulations, read with Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by KFintech on the Resolutions set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.
9. SEBI has mandated the submission of PAN, KYC details, and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Members holding shares in physical mode are requested to submit their PAN, KYC, and nomination details to the Company’s RTA, KFintech at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.smartlinkholdings.com/investor-relations/>.
10. Members holding shares in electronic mode, who have not registered their email addresses, KYC or PAN are requested to update the same with their respective Depository Participant (DP).
11. The Board of Directors have appointed Mr. Shivaram Bhat, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

PROCEDURE FOR E-VOTING

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

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on “e-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

<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 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/myeasitoken/home/login or www.cdslindia.com b) Click on Myeasi New (Token) 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/myeasitoken/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: https://evoting.cdslindia.com/Evoting/EvotingLogin b) Provide your demat Account Number and PAN No.

	<p>c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>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>1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022-4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contacting at toll free no. 1800 22 55 33

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.

1. 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:
 - a) Launch internet browser by typing the URL: evoting@kfintech.com
 - b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), 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.
 - c) After entering these details appropriately, click on “LOGIN”.
 - d) 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.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the “EVEN” i.e., ‘SMARTLINK HOLDINGS LIMITED’ and click on “Submit”.
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Friday, May 10, 2024 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.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - i) 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.
 - j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - k) 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).
 - l) 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 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.sbhat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “SMARTLINK - Postal Ballot”. The document should reach the Scrutinizer and such other person on or before Sunday, June 16, 2024 at 5:00 P.M.
2. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- a) Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail of online services, the security holders can register e-mail ID. The holder can register/update the contact details by submitting the requisite ISR 1 form along with the supporting documents.
ISR Form(s) and the supporting documents can be provided by any one of the following modes.
 - i. Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain a copy(ies) with IPV stamping with date and initials; or
 - ii. Through hard copies which are self-attested, which can be shared at the address below or;
KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
 - iii. Through electronic mode with e-sign by following the link: <https://kprism.kfintech.com/>. Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>;
 - iv. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is held.
 - b) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

GENERAL INSTRUCTIONS ON REMOTE E-VOTING

1. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the LODR Regulations read with Circular issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by KFintech on the Resolutions set forth in this Notice of Postal Ballot, through Remote E-voting.
2. Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.
3. The remote e-voting period commences on Saturday, May 18, 2024 at 10:00 a.m. (IST) and concludes on Sunday, June 16, 2024 at 5:00 p.m. (IST). 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, May 10, 2024 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.

4. 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, May 10, 2024.
5. In case a person has become the Member of the Company on or before the cut-off date i.e. Friday, May 10, 2024 and does not have his/her email id registered, may write to Kfin on the email Id evoting@kfintech.com or to Mr. Sridhar Balamurli, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: sridhar.balamurli@kfintech.com 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.
6. 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 Mr. Sridhar Balamurli, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: sridhar.balamurli@kfintech.com at [Unit: Smartlink Holdings Limited] KFin Technologies Limited, Kfintech Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.

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

Item No. 1 - Appointment of Mr. Satish Vishnu Godbole (DIN: 02596364) as an Independent Director

The Board of Directors, at its meeting held on February 09, 2024, based on the approval and recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Satish Vishnu Godbole (DIN: 02596364) as an Additional Director in the category of Non-Executive, Independent Director for a term of five (5) years, with effect from March 31, 2024 upto March 30, 2029 (both days inclusive), subject to the approval of the shareholders through a Special Resolution.

In the opinion of the Board, Mr. Satish Godbole is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management. The Board was satisfied that the appointment is justified due to his knowledge and expertise in Company Law, Mergers & Amalgamation and FEMA etc.

Mr. Satish Godbole has given his consent to act as the Director of the Company. Also, as per the confirmations received, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) he shall not be liable to retire by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Satish Godbole as a Director.

Mr. Satish Godbole having is a Chartered Accountant in practice with 38 years of experience. He is specialized in Company Law, Mergers & Amalgamation and FEMA.

Disclosure under Regulation 36(3) of the LODR Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to his qualification and other details are set out in Annexure-1 attached to this Notice.

The Board of Directors recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the members. Except for Mr. Satish Vishnu Godbole, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Item No. 1 of the Notice.

Item No. 2 - Appointment of Mr. Chandrashekhar Maruti Gaonkar (DIN: 00002016) as an Independent Director

The Board of Directors, at its meeting held on May 09, 2024, based on the approvals and recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Chandrashekhar Maruti Gaonkar (DIN: 00002016) as an Additional Director in the category of Non-Executive Independent Director for a term of 3 (Three) years, with effect from May 09, 2024 upto May 08, 2027 (both days inclusive), subject to the approval of the shareholders through a Special Resolution.

In the opinion of the Board, Mr. Chandrashekhar Gaonkar is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management. The Board was satisfied that the appointment is justified due to his knowledge and expertise in Finance, Business Consultancy, etc.

Mr. Chandrashekhar Gaonkar has given his consent to act as the Director of the Company. Also, as per the confirmations received, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) he shall not be liable to retire by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Chandrashekhar Gaonkar as a Director.

Mr. Chandrashekhar Gaonkar is a Chartered Accountant with 31 years of Industry experience. He has been instrumental in the successful launch of IPO for erstwhile D-Link (India) Limited in 2001. He has served as a Chief Financial officer and Executive Director in D-Link. He is presently working as a consultant.

Disclosure under Regulation 36(3) of the LODR Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to his qualification and other details are set out in Annexure-1 attached to this Notice.

The Board of Directors recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the members. Except for Mr. Chandrashekhar Maruti Gaonkar, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Item No. 2 of the Notice.

Item No. 3 - Appointment of Dr. Lakshana Amit Sharma (DIN: 10525082) as Non-Executive, Non-Independent Director

The Board of Directors, at its meeting held on February 09, 2024, based on the approval and recommendation of the Nomination and Remuneration Committee (NRC), appointed Dr. Lakshana Amit Sharma (DIN: 10525082) as an Additional Director in the category of Non-Executive Non-Independent Director for a term of Five (5) years, with effect from March 31, 2024 upto March 30 2029 (both days inclusive), subject to the approval of the shareholders.

Dr. Lakshana Sharma has given her consent to act as the Director of the Company. Also, as per the confirmations received, she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. She has also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Her period of office shall be liable to be determined by retirement by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose appointment of Dr. Lakshana Sharma as a Director.

Dr. Lakshana Sharma holds a degree in MBBS from Bharati Vidyapith, Pune University, MD from Jawaharlal Nehru Medical College, Belgaum under Rajiv Gandhi University of Health Sciences, Bangalore. She has studied Medicine and completed her post-graduation in Pediatrics in the year 2003. She is practicing pediatrics since last 20 years. She is also a member of the Indian Academy of Pediatrics. She is the daughter of Mr. Kamalaksha Rama Naik, Executive Chairman and founder of Smartlink Holdings Limited, and sister of Ms. Arati Naik, Executive Director of the Company. Dr. Lakshana Sharma is also a Promoter of the Company.

Disclosure under Regulation 36(3) of the LODR Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to her qualification and other details are set out in Annexure-1 attached to this Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval of the members. Except for Dr. Lakshana Sharma, Mr. Kamalaksha Rama Naik and Ms. Arati Naik, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Item No. 3 of the Notice.

The Disclosure under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India is given hereunder:

ANNEXURE-1

Name of the Director	Mr. Satish Vishnu Godbole	Mr. Chandrashekhar Maruti Gaonkar	Dr. Lakshana Amit Sharma
Directors Identification Number	02596364	00002016	10525082
Date of Birth	04/10/1957	23/11/1958	31/03/1976
Nationality	Indian	Indian	Indian
Date of Appointment	31/03/2024	09/05/2024	31/03/2024
Designation/category of the Director	Independent Director – Non-Executive	Independent Director - Non-Executive	Non-Independent - Non-Executive
Qualification	Chartered Accountant	Chartered Accountant	MBBS
Nature of expertise, functional areas, Skills, capabilities, and Brief Resume, etc.	As per Item No. 1 of this notice read with the explanatory statement thereto.	As per Item No. 2 of this notice read with the explanatory statement thereto.	As per Item No. 3 of this notice read with the explanatory statement thereto.
Directorship held in other companies including Listed Companies and excluding Foreign Companies	1. Digisol Systems Limited 2. Synegra EMS Limited	1. Almighty Container Freight Station Private Limited 2. DC Infotech and Communication Limited 3. Shree Saibaba Grihanirmiti Private Limited 4. Shree Saibaba Constructions Private Limited	Nil
Name of other companies in which Director hold membership/chairmanship of the committees	Nil	Nil	Nil
Names of listed companies from which resigned/ceased in the past three years	D-Link (India) Limited	Nil	Nil
Terms and conditions for appointment and reappointment	Appointment as an Independent Director for the first term of five consecutive years.	Appointment as an Independent Director for the first term of three consecutive years.	Appointment as a Non-Executive, Non-Independent Director for five consecutive years.
Remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	Remuneration as per the provisions of the Companies Act, 2013 and the LODR Regulations. Presently eligible for sitting fees as approved by the Board.	Remuneration as per the provisions of the Companies Act, 2013 and the LODR Regulations. Presently eligible for sitting fees as approved by the Board.	Remuneration as per the provisions of the Companies Act, 2013 and the LODR Regulations. Presently eligible for sitting fees as approved by the Board.
Shareholding in the Company	25 shares	5 shares	7,94,608 shares
Relationship with other Directors, Managers, Key Managerial Personnel of the Company	None	None	Daughter of Mr. Kamalaksha Rama Naik, Executive Chairman and Sister of Ms. Arati Naik, Executive Director.
No. of Board meetings attended during the year	1	Not Applicable	1

**By Order of the Board
For Smartlink Holdings Limited**

**Sd/-
Urjita Damle
Company Secretary**

Registered Office:

L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722

CIN: L67100GA1993PLC001341

Tel: 0832-2885400

Fax: 0832-2783395

E-mail: Company.Secretary@smartlinkholdings.com

Website: www.smartlinkholdings.com

Place: Mumbai

Date: May 09, 2024