



**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](mailto:Company.Secretary@smartlinkholdings.com) Website: [www.smartlinkholdings.com](http://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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 (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, if any, that the item of special business is proposed to be passed by Members by way of Postal Ballot only through Remote E-voting.

In compliance with Sections 108 and 110 of the Act read with Rule 20 and 22 of the 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 KFin Technologies Limited, Registrar and Share Transfer Agent of the Company (“**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 resolution appended below.

Pursuant to Rule 22(5) of the 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 E-voting in a fair and transparent manner.

The e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, March 07, 2025
Commencement of the e-voting period	Wednesday, March 12, 2025 at 10:00 a.m. (IST)
Conclusion of the e-voting period	Thursday, April 10, 2025 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 Resolution 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 Thursday, April 10, 2025, 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 Saturday, April 12, 2025 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 Resolution shall be deemed to have been passed on Thursday, April 10, 2025, 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. Nitin Anant Kunkolienker (DIN: 00005211) 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. Nitin Anant Kunkolienker (DIN: 00005211), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director with effect from February 10, 2025, 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 February 09, 2030, 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. Nitin Kunkolienker 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 the 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/-  
Edlan Fernandes  
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](mailto:Company.Secretary@smartlinkholdings.com)  
Website: [www.smartlinkholdings.com](http://www.smartlinkholdings.com)

Place: Verna Goa  
Date: February 10, 2025

## 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 Resolution 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, March 07, 2025 (“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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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, March 07, 2025. 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](http://www.smartlinkholdings.com), to facilitate online inspection of relevant documents until the last date of E-voting of this Postal Ballot i.e., Thursday, April 10, 2025.
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/0155 dated November 11, 2024 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 Resolution 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](mailto: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/0155 dated November 11, 2024 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><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1. User already registered for IDeAS facility: <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>c) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> <li>a) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c) Proceed with completing the required fields.</li> <li>d) Follow steps given in points 1</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> <li>a) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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.</li> <li>e) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest: <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b) Click on Myeasi New (Token)</li> <li>c) Login with your registered user id and password.</li> <li>d) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>e) Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> <li>a) Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>b) Proceed with completing the required fields.</li> <li>c) Follow the steps given in point 1.</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>b) Provide your demat Account Number and PAN No.</li> </ol> </li> </ol>

	<p>c) System will authenticate user by sending OTP on registered Mobile &amp; 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>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contacting at toll free no. 1800 21 09911

## **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://evoting.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), 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’ 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 i.e. Friday, March 07, 2025 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](mailto:cs.sbhat@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 Thursday, April 10, 2025 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>;
  - b) Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.
- 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 Resolution 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 Wednesday, March 12, 2025 at 10:00 a.m. (IST) and concludes on Thursday, April 10, 2025 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, March 07, 2025 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, March 07, 2025.
5. In case a person has become the Member of the Company on or before the cut-off date i.e. Friday, March 07, 2025 and does not have his/her email id registered, may write to KFinTech on the email Id [evoting@kfintech.com](mailto:evoting@kfintech.com) or to Mr. Sridhar Balamurli, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: [balamurli.sridhar@kfintech.com](mailto:balamurli.sridhar@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: [balamurli.sridhar@kfintech.com](mailto:balamurli.sridhar@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. Nitin Anant Kunkolienker (DIN: 00005211) as an Independent Director

The Board of Directors, at its meeting held on February 10, 2025, based on the approval and recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Nitin Kunkolienker (DIN: 00005211) as an Additional Director in the category of Non-Executive, Independent Director for a term of 5 (Five) years, from February 10, 2025 upto February 09, 2030 (both days inclusive), subject to the approval of the shareholders through a Special Resolution.

In the opinion of the Board, Mr. Nitin Kunkolienker 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 in-depth practical experience in the areas of administration, planning, strategy, etc. to provide the Board with valuable insights and guidance across extensive issues in business matters of the Company.

Mr. Nitin Kunkolienker 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. Nitin Kunkolienker as a Director.

Mr. Nitin Kunkolienker completed his graduation from Mumbai University and also holds Diploma in Foreign trade. He is the Chairman- Advisory Council and Mentor of Manufacturers Association for Information Technology (MAIT), Delhi. He was the Member of Board on National Executive Council of the Confederation of Indian Industry (CII) for three times till May 2022, and ASSOCHAM, New Delhi from 2005-2011 and 2019 till 2023. He was the Founder President of Verna Industries Association where he led for 5 years. He is the former President (2001-05 and 2005-09) of Goa Chamber of Commerce and Industry. He was President of Goa Management Association, Goa's Premier Management Association, from 2015 -2022. He is Founder Director of EPIC – Electronic Products Innovation Consortium. He was a Member of Governing Boards such as National Productivity Council New Delhi from 2020-2023, Electronic Sector Skill Council of India. He was director of EDC from 2001-2005 and thereafter Vice Chairman from 2005-2012.

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.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the LODR Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A), approval of the Members by way of a special resolution is required for the appointment of an Independent Director.

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. Nitin Kunkolienker, 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.



**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	Nitin Anant Kunkolienker
Directors Identification Number	00005211
Date of Birth	14/04/1968
Nationality	Indian
Date of Appointment	10/02/2025
Designation/category of the Director	Independent Director – Non-Executive
Qualification	Mr. Nitin Kunkolienker completed his B.com from Mumbai University and also holds Diploma in Foreign trade.
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.
Directorship held in other companies including Listed Companies and excluding Foreign Companies*	1. Attort Legal Consultancy Private Limited 2. EP Biocomposites Limited 3. Epic Electronics Products Foundation 4. Advani Hotels and Resorts (India) Limited 5. Anemos Energies Private Limited
Name of other companies in which Director hold membership/chairmanship of the committees *	Advani Hotels & Resorts (India) Ltd -Audit Committee -Nomination and remuneration committee -Corporate Social Responsibility Committee
Names of listed companies from which resigned/ceased in the past three years*	1. Synegra EMS Limited 2. Govind Poy Oxygen Limited 3. Electronics Sector Skills Council of India
Terms and conditions for appointment and reappointment	Appointment as an Independent Director not liable to retire by rotation for the first term of five consecutive years.
Remuneration last drawn	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.
Shareholding in the Company	Nil
Relationship with other Directors, Managers, Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year	01

*\*As per disclosures received from the Director.*

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

**Sd/-  
Edlan Fernandes  
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](mailto:Company.Secretary@smartlinkholdings.com)  
Website: [www.smartlinkholdings.com](http://www.smartlinkholdings.com)

Place: Verna Goa  
Date: February 10, 2025