

SMARTLINK HOLDINGS LIMITED

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
CIN: L26109GA1993PLC001341

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Third (33rd) Annual General Meeting of Smartlink Holdings Limited will be held on Saturday, August 01, 2026 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, 2026, together with the Report of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a dividend of INR 2/- per Equity Share of the face value of INR 2/- each (100%) for the financial year ended March 31, 2026.

3. Appointment of Dr. Lakshana Amit Sharma (DIN 10525082) as Director, liable to retire by rotation

To appoint a Director in place of Dr. Lakshana Amit Sharma (DIN 10525082) who retires by rotation and being eligible, offers herself for re-appointment.

4. 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, 141, 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, M/s M S K A & Associates LLP, Chartered Accountants having Firm Registration Number 105047W/W101187 be and are hereby appointed as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, at such remuneration plus reimbursement of out-of-pocket and other incidental expenses in connection with the audit, 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 Mr. Edlan Fernandes, 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 the Registrar of Companies."

SPECIAL BUSINESS:

5. Re-appointment of Wholetime Director designated as Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, the consent of the members be and is hereby accorded for reappointment of Ms. Arati Kamalaksha Naik (DIN 06965985) as a Wholetime Director designated as Executive Director of the Company for a period of five years with effect from April 01, 2027 on the terms and conditions including remuneration set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment.

RESOLVED FURTHER THAT, the consent of the Company be and is hereby accorded to approve the remuneration payable to Ms. Arati Naik as a Wholetime Director designated as Executive Director of the Company for a period from April 01, 2027 upto March 31, 2032 as set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting.

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

6. Ratification of Cost Auditors Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to Mr. Shaunak Dessai (ACMA: 44386; FRN 002310), Cost Accountant, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027, amounting to INR 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, be ratified.

RESOLVED FURTHER THAT that approval of the Company be accorded to the Board of Directors of the Company (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 including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

**Edlan Fernandes
Company Secretary**

Membership No. ACS 53614

Place : Verna Goa
Dated : June 19, 2026
Regd. Office: L-7, Verna Industrial Estate, Verna, Salcete Goa - 403722
Email: company.secretary@smartlinkholdings.com
Website: <https://www.smartlinkholdings.com/>
CIN: L26109GA1993PLC001341

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item No. 4, 5 and 6 of this Notice is annexed hereto.

The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and Secretarial Standards 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') is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxies in order to be effective, should be deposited at the registered office of the company, duly completed and signed not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company.

4. The Company's Registrar & Share Transfer Agents (RTA) are:

Kfin Technologies Limited
(formerly known as Kfin Technologies Private 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

5. Shareholders are requested to notify any change of address:

- i. to their Depository Participants (DPs) in respect of the shares held in Demat form, and
- ii. to the Company to its Legal Department at the Registered Office at Verna, Goa in respect of the shares held in physical form.
- iii. In case the mailing address mentioned on this Annual Report is without the PIN CODE, inform your DP or the Company, as mentioned above.

6. The Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Transfer Agent ("RTA")/ Depository Participants ("DP").

Letter is being sent to the shareholders whose email addresses are not registered, providing the web-link of Company's website from where the Annual Report can be accessed. The Company shall send physical copy of the Annual Report FY 2025-26 to those Members who request for the same at company.secretary@smartlinkholdings.com mentioning their Folio No./DP ID and Client ID.

The Notice along with the Annual Report for FY 2025-26 is also available on the website of the Company at <https://www.smartlinkholdings.com/> and also on the websites of the Stock Exchanges where the securities of the Company are listed, i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

7. As per Regulation 40 of the LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2022/8 dated January 25, 2022, has w.e.f. January 24, 2022 mandated listed companies to issue securities in dematerialised form while processing service request for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition, etc..

In view of the above 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.

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure and standardised the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circulars.

Members holding shares in demat form are requested to submit/update their KYC details with their respective Depository Participant.

8. The Register of members and share Transfer Books of the Company shall remain closed from Saturday, July 11, 2026 to Friday, July 17, 2026 (both days inclusive) for the purpose of AGM.

9. The Record date fixed for determining the entitlement of Members to dividend for the financial year ended March 31, 2026, is Friday, July 10, 2026.

10. The dividend of INR 2/- per equity share of the face value of INR 2 each 100% will be paid subject to deduction of tax at source (TDS), on or before Wednesday, August 05, 2026 only through electronic mode as under:

- i. Shares held in electronic form: To all Beneficial Owners as per the details made available by DP as of close of business hours on Friday, July 10, 2026; and
- ii. Shares held in physical form: To all Members after giving effect to valid transmission or transposition requests lodged with the Company, if any as of close of business hours on Friday, July 10, 2026.

Dividend to Members holding shares in Physical form:

Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to RTA on or before the record date i.e., Friday, July 10, 2026.

- i. Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;
- ii. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- iii. Self-attested copy of the PAN Card of all holders;

- iv. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;
- v. Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;
- vi. Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available on RTA's website at <https://ris.kfintech.com/clientservices/investors/isrs.aspx> or at the website of the company at <https://www.smartlinkholdings.com/>.

Dividend to Members holding shares in electronic form:

Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change/ addition/ deletion of such bank details.

Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs. Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

11. The dividend recommended by the Board, if approved by the shareholders at the 33rd AGM, shall be paid subject to deduction of tax at source (TDS), to those members whose names appear on the Register of Members as on the record date, i.e., Friday, July 10, 2026.

As per Income Tax Act, 2025 (as amended by Finance Act 2026) ("IT Act"), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS)/ Withholding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company's RTA, (if shares are held in physical form).

Key documents to be submitted/uploaded as per Income Tax Rules 2026:

- Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax - Form 121 (erstwhile Form No. 15G or Form No. 15H)
- Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence – (i) No Permanent Establishment Declaration, (ii) Beneficial Ownership Declaration, (iii) Tax Residency Certificate, (iv) Copy of electronically filed Form 41 (erstwhile Form 10F), (v) Any other document which may be required.

*If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 397 of the IT Act]

12. 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 transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also transferred to the demat account of the IEPF Authority. 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 March 31, 2026 on the website of the Company at www.smartlinkholdings.com.
13. 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).
14. 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.
15. 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.
16. 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.
17. The Company has designated investors@smartlinkholdings.com / Company.Secretary@smartlinkholdings.com e-mail id for quick Redressal of shareholders'/ investors grievances.
18. 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.
19. 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.
20. All the Members wishing to ask questions during the 33rd Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.
21. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and LODR Regulations, 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.
22. The Board of Directors has appointed CS Shivaram Bhat, Practicing Company Secretary (ACS 10454, CP 7853), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions 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).
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the results of voting forthwith.

25. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at 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.

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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:

Individual Shareholders holding securities in demat mode with NSDL

1. User already registered for IDeAS facility:
 - 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:
 - 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 point 1
3. Alternatively, by directly accessing the e-Voting website of NSDL:
 - 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.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest:
 - a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com
 - b) Click on Login icon
 - c) Click on Myeasi New (Token)
 - d) Login with your registered user id and password.
 - e) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.
 - f) Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest:
 - a) Visit URL: www.cdslindia.com or <https://web.cdslindia.com/myeasitoken/home/login>
 - b) Click on Login icon
 - c) Click on Myeasi New (Token)
 - d) Click on Registration option
 - e) Proceed with completing the required fields.
 - f) Follow the steps given in point 1.
3. Alternatively, by directly accessing the e-Voting website of CDSL:
 - a) Visit URL: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
 - 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.

Individual Shareholder login through their demat accounts / Website of Depository Participant

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.
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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
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 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.

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 : <https://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. Saturday, July 25, 2026 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 – AGM 2026". The document should reach the Scrutinizer and such other person on or before Friday, July 31, 2026 at 5:00 PM.
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 Resolutions set forth in this Notice of AGM, 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, July 29, 2026 at 09:00 a.m. (IST) and concludes on Friday, July 31, 2026 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 Saturday, July 25, 2026 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 Saturday, July 25, 2026.
5. In case a person has become the Member of the Company on or before the cut-off date i.e. Saturday, July 25, 2026 and does not have his/her email id registered, may write to KFinTech on the email Id evoting@kfintech.com or to Mr. K R Arun Kumar, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: arun.kasturi@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. K R Arun Kumar, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: arun.kasturi@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. 4

Based on the recommendation of the Audit Committee and the Board of Directors at their meeting held on May 11, 2022, the Members of the Company, at the 29th Annual General Meeting ("AGM") held on September 23, 2022, approved the appointment of M/s. Shridhar & Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the 29th AGM until the conclusion of the 33rd AGM of the Company.

M/s. Shridhar & Associates, Chartered Accountants, have conveyed their unwillingness to be considered for re-appointment as the Statutory Auditors of the Company for a second term of five consecutive years upon the completion of their existing term.

Accordingly, based on the recommendation of the Audit Committee and after considering the credentials, experience, expertise, and eligibility of the proposed audit firm, the Board of Directors, at its meeting held on May 13, 2026, approved and recommended the appointment of M S K A & Associates LLP (formerly known as M S K A & Associates), Chartered Accountants having Firm Registration Number 105047W/W101187, as the Statutory Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 33rd AGM until the conclusion of the 38th AGM of the Company to be held in the year 2031, to conduct the statutory audit of the financial statements of the Company. The proposed appointment is placed before the Members for their approval by way of an Ordinary Resolution as set out in Resolution No. 4.

Brief profile of Auditors:

M S K A & Associates LLP (formerly known as M S K A & Associates) established in 1978, is an Indian limited liability partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate.

The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

The Company has received explicit written consent and confirmation from M/s MSKA & Associates LLP that their appointment, if made, will be well within the specified limits prescribed under Section 141 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014. They have further confirmed that they are not disqualified from acting as Statutory Auditors under any provisions of the law.

There is no material change in the remuneration proposed to be paid to M/s MSKA & Associates LLP, for the statutory audit to be conducted for the financial year ending March 31, 2027 vis-à-vis the remuneration paid to M/s. Shridhar & Associates, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended March 31, 2026.

The proposed remuneration to be paid to the Statutory Auditors for the FY 2026-27 is INR 13,00,000/- (Rupees Thirteen Lakhs Only), and for the period thereafter to be determined by the Board of Directors on the recommendation of the Audit Committee and in consultation with the Statutory Auditors. 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-imbursements of out-of-pocket expenses and applicable taxes.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution except to the extent of their shareholding.

ITEM NO. 5

Ms. Arati Naik joined the Company in 2008 and was promoted as Chief Operating Officer in 2014. Consequent to the restructuring undertaken in 2016, she resigned as Chief Operating Officer of the Company on October 26, 2016 and continued as a Non-Executive Director. She was appointed as Whole-time Director designated as Chief Operating Officer of the wholly owned subsidiary, Digisol Systems Limited, with effect from October 10, 2016, a position she held until March 31, 2019. Thereafter, she was appointed as Whole-time Director of the Company with effect from April 1, 2019 and was subsequently re-designated as Executive Director.

Ms. Arati Naik was re-appointed as Whole-time Director of the Company, designated as Executive Director, by the Members at the 28th Annual General Meeting for a period of five years with effect from April 1, 2022. Her current term expires on March 31, 2027. Considering her valuable contribution to the Company, the Nomination and Remuneration Committee has recommended her re-appointment for a further term of five years from April 1, 2027 to March 31, 2032. The Board of Directors, at its meeting held on May 13, 2026, approved her re-appointment, subject to the approval of the Members at the ensuing Annual General Meeting.

A notice under Section 160 of the Companies Act, 2013 has been received from a Member proposing the candidature of Ms. Arati Naik for re-appointment as Whole-time Director of the Company. Ms. Arati Naik has given her consent to act as Whole-time Director and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from being appointed to the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority. She shall be liable to retire by rotation.

Ms. Arati Naik holds a BE (Honours) in Computer Technology and an MSc (Honours) in Business Information Systems from the University of Bolton, United Kingdom.

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

Terms and conditions as approved by the Board of Directors for the period from April 01, 2027 to March 31, 2032 is as given below to be approved by the members;

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

Ms. Arati is the daughter of Mr. K. R. Naik, Promoter and Executive Chairman of the Company and Sister of Dr. Lakshana Amit Sharma, Promoter and Non-Executive Non-Independent Director and holds 9,34,833 shares in the Company. Ms. Arati Naik, the appointee, Dr. Lakshana Sharma and Mr. K. R. Naik, relative to the appointee shall be deemed to be concerned and interested in the Resolution. None of the other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution set out at Item No. 5.

The Board recommends the Resolution set forth in Item no. 5 for the approval of the members.

ITEM NO. 6

The Board of Directors, at its Meeting held on June 19, 2026, upon the recommendation of the Audit Committee, approved the appointment of Mr. Shaunak Dessai (ACMA: 44386; FRN 002310), Cost Accountant, as Cost Auditor of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2027, at a remuneration of INR 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

Brief profile of Cost Auditor:

CMA Shaunak Desai (ACMA 44386) is a seasoned practicing Cost Accountant with extensive expertise in costing projects and cost records compliance. His diverse portfolio spans critical sectors, including electrical and electronics, machinery manufacturing, hospital, and hospitality.

He also has experience in fertilizers, pharmaceuticals, ore mining, Electronics & Electricals, and Mechanical & Machinery, alongside specialized manufacturing like Glass & Plastic Lenses, and Plastic & Cork products.

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Details of Director seeking appointment/reappointment at the Thirty-Third Annual General Meeting (Pursuant to Regulation 36(3) of SEBI LODR Regulations, 2015)

Name of Director	Dr. Lakshana Amit Sharma	Ms. Arati Kamalaksha Naik
Director Identification Number (DIN)	10525082	06965985
Designation/ category of Director	Non-Independent - Non-Executive Director	Executive Director
Date of Birth	31/03/1976	14/08/1984
Date of first appointment on the Board	31/03/2024	09/09/2014
Brief Resume	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 22 years. She is also a member of the Indian Academy of Pediatrics.	Arati Naik is an Executive Director of the Company. She is a Graduate in Computer Science and and has post graduated 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. Kamalaksha Rama Naik, Promoter and Executive Chairman and Sister of Ms. Arati Naik, Promoter and Executive Director.	Daughter of Mr. K. R. Naik, Promoter and Executive Chairman and Sister of Dr. Lakshana Sharma, Promoter and Non-Executive Director of the Company.
Names of the Public entities in which she/ he holds directorships	None	Digisol Systems Limited
Chairman/Member of the Committee(s) of Board of Directors of other Public Entities	None	None
Shareholding in the Company (No. of shares)	9,97,500 Equity Shares	9,34,833 Equity Shares
No. of Board Meetings attended	2	2

By order of the Board

Place : Verna Goa
Date : June 19, 2026
Regd. Add: L-7, Verna Industrial Estate, Verna, Salcete, Goa – 403722
Email: company.secretary@smartlinkholdings.com
Website: <https://www.smartlinkholdings.com/>
CIN: L26109GA1993PLC001341

Edlan Fernandes
Company Secretary
Membership No. ACS 53614

ATTENDANCE SLIP

SMARTLINK HOLDINGS LIMITED

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • CIN: L26109GA1993PLC001341
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 33rd Annual General Meeting of the Company on Saturday, August 01, 2026 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 at 11:00 A.M.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder/Proxy

.....cut here.....

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SMARTLINK HOLDINGS LIMITED

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722 • CIN: L26109GA1993PLC001341
Tel: 0832-2885400, Fax: 0832-2783395 • Website: www.smartlinkholdings.com • Email id: Company.Secretary@smartlinkholdings.com

Name of the member(s): _____	E-mail Id: _____
Registered address: _____	Folio No./Client Id: _____
	DP/ID: _____

I/We, being the member(s) of _____ shares of Smartlink Holdings Limited, hereby appoint

- (1) Name: _____ Address: _____ E-mail id: _____ or failing him;
 (2) Name: _____ Address: _____ E-mail id: _____ or failing him;
 (3) Name: _____ Address: _____ E-mail id: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Saturday, August 01, 2026 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 March 31, 2026, together with the Report of the Board of Directors and Auditors thereon.			
2.	To declare Dividend for the Financial Year 2025-26.			
3.	To appoint a Director in place of Dr. Lakshana Amit Sharma (DIN 10525082) who retires by rotation and being eligible, offers herself for re-appointment.			
4.	To Appoint Statutory Auditors of the Company.			
SPECIAL BUSINESS				
5.	To Re-appoint Ms. Arati Kamalaksha Naik (DIN 06965985) as Wholetime Director designated as Executive Director of the Company.			
6.	To Ratify Remuneration payable to Cost Auditor for the Financial Year 2026-27.			

Signed this _____ day of _____, 2026

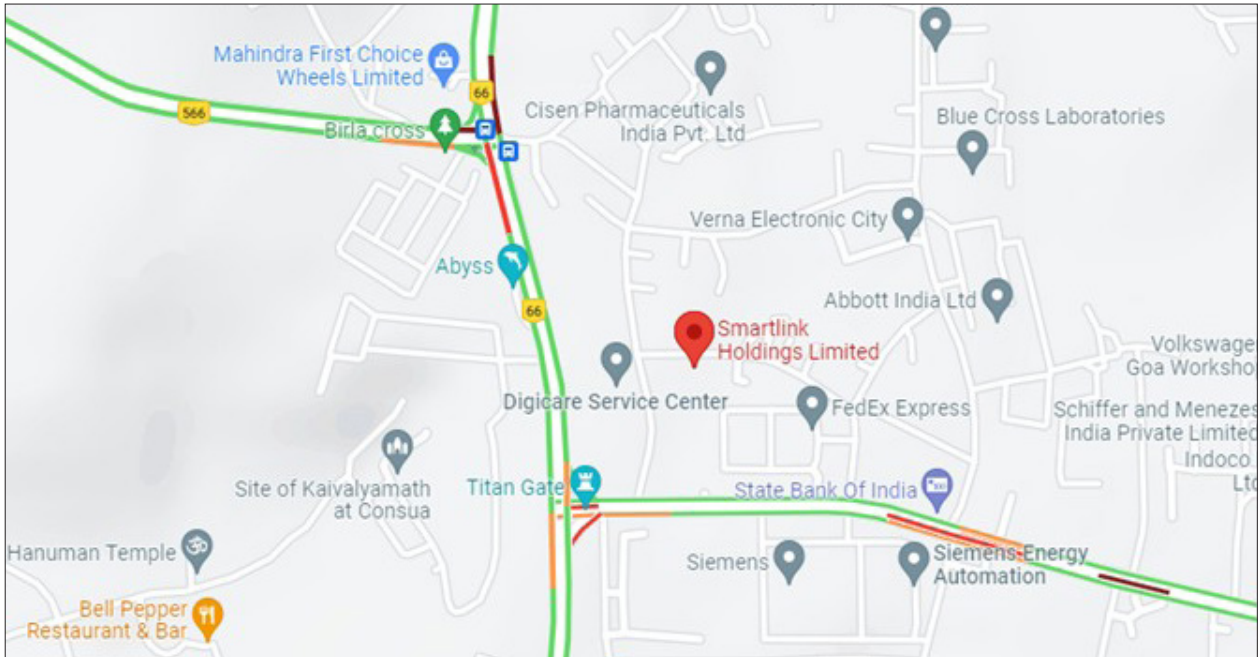
Signature of shareholder _____

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 33rd 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.