

SMARTLINK HOLDINGS LIMITED

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395 Website: www.smartlinkholdings.com

E-mail id: Company.Secretary@smartlinkholdings.com

CIN: L67100GA1993PLC001341

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Second (32nd) Annual General Meeting of Smartlink Holdings Limited will be held on Wednesday, August 13, 2025 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 and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Kamalaksha Rama Naik (DIN 00002013) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Kamalaksha Rama Naik (DIN 00002013) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendments thereto for the time being in force, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Mr. Shivaram Bhat, Practicing Company Secretary (C.P. 7853, PR 1775/2022) be and is hereby appointed as the Secretarial Auditor of the Company, to conduct the audit of the secretarial and related records of the Company and to furnish secretarial audit report, for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, at a remuneration to be decided by the Board of Directors of the Company in consultation with the said Secretarial Auditor.

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 authorised severally to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to the above Resolution."

4. Alteration in the Object Clause of the Memorandum of Association

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

"RESOLVED THAT in accordance with provisions of Sections 13 of the Companies Act, 2013 or any amendment thereto or modification thereof, the consent of the members be and is hereby accorded, to delete the current Clause III (A) (1) of the Memorandum of Association of the Company and replace it with a new clause III (A) (1) as below:

- To carry on the business as manufacturers, importers, exporters and dealers of networking products of computers, computer components, peripherals, computer parts of special application as an ancillary or otherwise and to undertake installation, maintenance, servicing all kinds of Information Technology products such as computers, computer spare parts, all kinds of electronic equipment, including electronic data processing equipment, and to engage in computer hardware, software systems and such other activity connected with computers and electronic equipment.*

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 to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the aforesaid resolution including agreeing to any change to the aforesaid clause of the Memorandum of Association of the Company, as may be directed by the Registrar of Companies or any other regulatory / statutory authority."

By order of the Board
For Smartlink Holdings Limited

Edlan Fernandes
Company Secretary
Membership No. ACS 53614

Place : Mumbai

Dated : May 09, 2025

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

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 and 4 of this Notice is annexed hereto.

The relevant details, pursuant to 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.

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

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

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. In accordance with the MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the LODR Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed. The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email from the registered email address to the Company at company.secretary@smartlinkholdings.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 32nd AGM along with the Annual Report for FY 2024-25 will also be available on the weblink of the Company at <https://www.smartlinkholdings.com/investor-relations>, websites of the Stock Exchanges i.e. BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") at www.bseindia.com, 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 August 01, 2025 to August 07, 2025 (both days inclusive) for the purpose of AGM.
9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are 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, 2025 on the website of the Company at www.smartlinkholdings.com.
10. Shareholders are advised to avail of the facility for receipt of future dividends (if any) through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, Kfin Technologies Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9-digit MICR No. to our Registrar and Share Transfer Agent or to the Company with attested copy of your PAN Card and a photo copy of your cheque leaf (to capture correct bank account no, IFSC Code and 9-digit MICR Code).
11. Members can avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled to Kfin Technologies Limited (RTA) at the above-mentioned address.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. The Company has designated Company.Secretary@smartlinkholdings.com e-mail id for quick Redressal of shareholders/investors grievances.
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting options to resolve their grievances with the RTA/ Company directly or through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's website at <https://www.smartlinkholdings.com/smart-odr-portal>
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
17. To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.

18. All the Members wishing to ask questions during the 32nd Annual General Meeting should forward them to the registered office, 7 days before the date of Annual General Meeting.
19. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by KFin Technologies Limited on all resolutions set-forth in this Notice. Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice.
20. The Board of Directors has appointed CS Rakhee Malkarnekar, (ACS-56859, CP-21439, PR-1596/2021) Practising Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated 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.
23. 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 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

<u>Individual Shareholders holding securities in demat mode with NSDL</u>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> a) To register click on link: https://eservices.nsdl.com b) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Proceed with completing the required fields. d) Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> a) Open URL: https://www.evoting.nsdl.com/ b) Click on the icon "Login" which is available under 'Shareholder/Member' section. c) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. e) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<u>Individual Shareholders holding securities in demat mode with CDSL</u>	<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. 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.
<u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
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.

- 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. Thursday, August 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.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to 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 rakhi1418@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 2025". The document should reach the Scrutinizer and such other person on or before Tuesday, August 12, 2025 at 5:00 P.M.
- 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:
 - 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.
 - 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
 - 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.
 - 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>;
 - 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 Sunday, August 10, 2025 at 09:00 a.m. (IST) and concludes on Tuesday, August 12, 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 Thursday, August 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 Thursday, August 07, 2025.
5. In case a person has become the Member of the Company on or before Friday, July 11, 2025 and does not have his/her email id registered, may write to KFinTech on the email 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 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 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. 3

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their meetings held on May 09, 2025, have approved and recommended the appointment of Mr. Shivaram Bhat, Practicing Company Secretary (C.P. 7853, PR 1775/2022), Practicing Company Secretary as the Secretarial Auditor of the Company on the following terms and conditions:

- Term of appointment: For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.
- Proposed Fees: Fees of INR 1,40,000 (Rupees One Lakh Forty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee and in consultation with the Secretarial Auditor. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditor, and will be subject to approval by the Board of Directors and/ or the Audit Committee.
- Basis of recommendations: The Board of Directors have considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- Brief Profile: Mr. Shivaram Bhat is Company Secretary in Whole Time Practice (since May 2008) based in Panaji, Goa. He has been a Member of the Institute of Company Secretaries of India since May 1995. His academic qualification also include graduation in Economics, Law and postgraduate degree in Business Administration. He holds Peer Review Certificate bearing No. 1775/2022 and leads a team of members having experience and exposure in Corporate Laws and FEMA. He has been providing Secretarial Audit Services and other Company Secretarial services to listed and non-listed entities engaged in manufacturing, shipping, fertilizers, automobile, trading in electronic goods, etc.

Mr. Shivaram Bhat has given his consent to act as Secretarial Auditor of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act and Rules made thereunder and LODR Regulations. Furthermore, in terms of the amended Regulations, Mr. Shivaram Bhat has provided a confirmation that he has subjected himself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

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

Item No. 4

The Company had made an application to the Reserve Bank of India ('RBI') in 2017 for a certificate of registration, for categorizing itself as Type I-NBFC-ND (Non-Banking Financial Company not accepting public funds) since the Financial Assets to Total Assets and Financial Income to Gross Income were more than 50% as per the RBI Press Release 1998-99/1269 April 8, 1999.

The RBI accorded its approval and granted the certificate of registration dated May 02, 2018 under Section 45IA of the Reserve Bank of India Act, 1934.

To reflect the identity and the nature of the activities of the Company, i.e. investments and real estate, the main objects under the objects clause of the Memorandum of Association of the Company was altered by deleting clause III(A)(1) and replacing the same with the new clause III(A)(1).

The Hon'ble National Company Law Tribunal ('NCLT') approved the Scheme of Amalgamation ('Scheme') of Synegra EMS Limited ('Synegra') and the Company on January 09, 2025. The Scheme became effective on January 31, 2025 and Synegra was amalgamated with the Company. On submission of all the required documents/information to RBI, the RBI had issued No Objection Letter dated August 19, 2024 for the merger of Synegra into Smartlink. As per the No Objection Letter, the NBFC Certificate of Registration issued to Smartlink would stand cancelled from the date of the scheme coming into effect.

Pursuant to the amalgamation, the primary business of the Company is manufacture of various categories of electronic and IT products, including contract manufacturing for original equipment manufacturers. Since the Company is no longer an NBFC it is proposed to delete and replace the object related to activities of NBFC with the object that reflects the current business of the Company. Thus, it is proposed to amend the Memorandum of Association of the Company by deleting the current Clause III (A) (1) of the Memorandum of Association of the Company and replace it with a new clause III (A) (1).

Pursuant to Section 13 of the Companies Act, 2013, the approval of the shareholders is sought by way of a Special Resolution for alteration of Memorandum of Association of the Company consequent to the change in Object Clause.

A copy of Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Shareholders at the registered office of the Company during normal business hours on all working days upto the last date of voting.

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.

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

Name of Director	Mr. Kamalaksha Rama Naik
Director Identification Number (DIN)	00002013
Designation/ category of Director	Executive Chairman (Wholetime Director)
Date of Birth	19/11/1947
Date of first appointment on the Board	31/03/1993
Brief Resume	<p>Mr. K. R. Naik is the founder of Smartlink Holdings Limited. He joined the Company as the Director on 31st March 1993. His vision is to be a leading player in the Digitally connected world, by offering a complete value proposition from product design to customer delight. He has over four decades of experience in the networking industry.</p> <p>He holds a Post Graduate Degree in Industrial Engg. from Jhunjunwala College, Mumbai and a Diploma in Business Management from Jamnalal Bajaj Institute of Management, Mumbai. He started his career with IBM India and worked in the design and development of parts and products in IBM.</p>
Disclosure of relationship between Director inter-se	Related to Ms. Arati Naik, Executive Director of the Company and Dr. Lakshana Sharma, Non-Executive, Non-Independent Director
Names of the Public entities in which she/he holds directorships	Digisol Systems Limited
Chairman/Member of the Committee(s) of Board of Directors of other Public Entities	None
Terms and conditions for appointment and re-appointment	Appointment as a Director, liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration proposed to be paid	In accordance with the remuneration approved by the shareholders at the 31 st Annual General Meeting.
Shareholding in the Company (No. of shares)	49,50,783 Equity Shares
No. of Board Meetings attended during the financial year	4

By order of the Board

Place : Mumbai
Date : May 09, 2025
Regd. Add: L-7, Verna Industrial Estate, Verna,
Salcete, Goa – 403722

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: L67100GA1993PLC001341
Tel: 0832-2885400, Fax: 0832-2783395 • Website: www.smartlinkholdings.com • Email id: Company.Secretary@smartlinkholdings.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*:	Folio No.:
Client Id:	No. of Shares:

Name and Address of the Shareholder: _____

I/We hereby record my / our presence at the 32nd Annual General Meeting of the Company on Wednesday, August 13, 2025 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: L67100GA1993PLC001341
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 32nd Annual General Meeting of the Company, to be held on Wednesday, August 13, 2025 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 and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Mr. K. R. Naik (DIN 00002013) who retires by rotation and being eligible, offers himself for re-appointment			
SPECIAL BUSINESS				
3.	To Appoint Secretarial Auditor of the Company			
4.	To Alter the Object Clause of the Memorandum of Association of the Company			

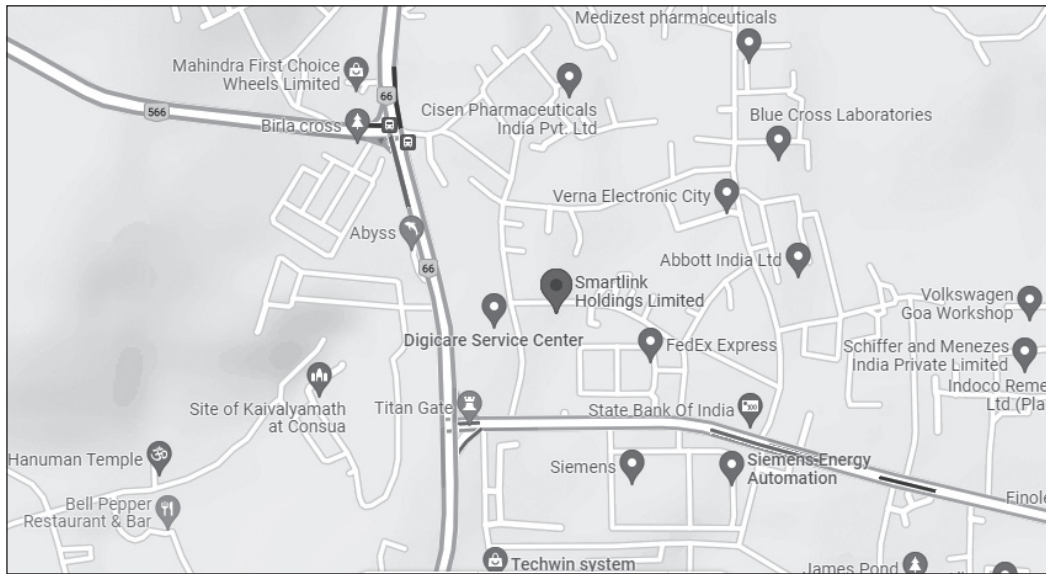
Signed this _____ day of _____, 2025 Signature of shareholder _____

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Affix
Revenue
Stamp of
not less
than ₹ 1/-



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

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 32nd 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.