

December 15, 2021

To,
The Manager – Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

To,
The Manager – Corporate Services
The Corporate Relationship Department
Bombay Stock Exchange Limited
P. J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: SMARTLINK

Scrip Code: 532419

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

Dear Sirs,

Further to our intimation dated December 10, 2021 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Notice of Postal ballot/ e-voting ('Notice') dated December 10, 2021 which is being sent to the members of the Company.

Pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circulars No.14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.22/2020 dated 15th June, 2020, No.33/2020 dated 28th September, 2020, No.39/2020 dated 31st December, 2020 and No.10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and subject to other applicable laws and regulations, the Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. December 10, 2021 ("Cut-off date").

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice.

The Company has engaged the services of KFin Technologies Private Limited ("KFintech") to provide e-voting facility to its members. The e-voting shall commence on Thursday, December 16, 2021 at 10.00 A.M. (IST) and end on Friday January 14, 2022 at 5.00 P.M. (IST). The e-voting facility shall be disabled by KFintech thereafter. The voting rights of the

SMARTLINK HOLDINGS LIMITED

Registered Office : L-7, Verna Industrial Estate, Verna, Salcete, GA, 403722, IN | Land Phone : +91 832 2885400 | Fax : +91 832 2783395

Corporate Office : 215 Atrium, 2nd Floor, B-Wing, Courtyard Marriott Compound, Andheri-Kurla Road, Andheri (E), Mumbai - 400 093, INDIA
Land Phone : +91 22 4938 6666

investors@smartlinkholdings.com | www.smartlinkholdings.com



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CIN : L67100GA1993PLC001341

members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Sunday, January 16, 2022.

The Notice shall also be made available on the website of the Company at www.smartlinkholdings.com

Please take the above information on record.

Thanking you,

Yours' Sincerely,

For **SMARTLINK HOLDINGS LIMITED**



URJITA DAMLE
COMPANY SECRETARY

SMARTLINK HOLDINGS LIMITED

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SMARTLINK HOLDINGS LIMITED

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400 Fax: 0832-2783395

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

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (**"MCA"**) General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021, respectively, (**collectively referred to as "MCA Circulars"**) and subject to other applicable laws and regulations, that the Ordinary Resolution appended below is proposed to be passed by Members by way of Postal Ballot only through Remote E-voting.

The Company will send the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Private Limited, Registrar & Transfer Agent of the Company (**"KFintech"**) or the Depository Participants and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) as on **Friday, December 10, 2021 ("cut-off date")**. Hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the Remote E-voting System. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) 2015, as amended (**"SEBI Listing Regulations"**) and the MCA Circulars, the Company is offering facility of remote e-voting only. The Company has engaged the services of KFin Technologies Private Limited as its agency for providing E-voting facility to shareholders of the Company. Accordingly, the Company is seeking your approval for the aforesaid proposal as contained in the resolution appended below.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shivaram Bhat, Practicing Company Secretary as the scrutinizer for conducting the postal ballot process through Evoting (**"Scrutinizer"**) in a fair and transparent manner.

The Remote E-voting commences on **Thursday, December 16, 2021 at 10:00 a.m. (IST) and concludes on Friday, January 14, 2022 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter. Members are requested to peruse the proposed Resolution along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the

Company not later than **5:00 p.m. (IST) on Friday, January 14, 2022**, failing which it will be strictly considered that no reply has been received from the Members.

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

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

The Results of voting by means of Postal Ballot through Remote E-voting shall be declared by the Chairman or any person authorised by him, on or before **Sunday, January 16, 2022** and will be displayed on the website of the Company at the link: <https://www.smartlinkholdings.com> and disseminated to the Stock Exchanges. The Results declared along with the Report of the Scrutinizer shall be displayed at the Company's Registered Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company's Equity Shares are listed. The Results and the Report of the Scrutinizer will also be hosted on the Company's website at the link: <https://www.smartlinkholdings.com> and on the website of KFintech at <https://evoting.kfintech.com>. The Results will thereafter be published in at least 1 (one) English newspaper circulating in the whole of India and 1 (one) vernacular newspaper circulating in Goa. The Resolution shall be deemed to have been passed on **Friday, January 14, 2022**, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolution.

ORDINARY RESOLUTION:

Item No. 1:

Appointment of M/s Shridhar & Associates, Chartered Accountants (ICAI Firm Registration Number: 134427W) as Statutory Auditors of the Company to fill casual Vacancy

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Circular No. RBI/2021-22/25-Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April, 2021 read along with the Frequently Asked Questions issued by the Reserve Bank of India on Guidelines for Appointment of Statutory Auditors (**“RBI Guidelines”**), including any amendments, modifications, variations or re-enactments thereof, from time to time and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s Shridhar & Associates, Chartered Accountants (ICAI Firm Registration Number: 134427W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants (FRN 105047W).

RESOLVED FURTHER THAT M/s Shridhar & Associates shall hold office from December 10, 2021 until the conclusion of the Twenty-Ninth Annual General Meeting of the Company, for the purpose of the audit of the Company's Standalone and Consolidated Financial Statements for the Financial Year 2021-22 at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised 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 such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities, scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

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

**Urjita Damle
Company Secretary**

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

Place: Verna-Goa
Date: 10th December, 2021

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed Resolution is annexed hereto.
2. In view of the ongoing COVID-19 pandemic requiring social distancing, MCA has in terms of the above Circulars advised the companies to take all decisions requiring Members’ approval, by way of Postal Ballot through Remote E-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot upto 31st December, 2021.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, December 10, 2021 (“cut-off date”)** and is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFintech or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following the due procedure.

A copy of this Postal Ballot Notice is available on the website of the Company at <https://www.smartlinkholdings.com>, the website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>.

4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date, i.e., Friday, December 10, 2021. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
5. Members cannot exercise votes by proxy on Postal Ballot.
6. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. All relevant documents referred to in this Notice and the Explanatory Statement pursuant to Sections 102 and 110 of the Act, will be posted on the Company’s website at the web-link:

<https://www.smartlinkholdings.com>, to facilitate online inspection of relevant documents until the last date of E-voting of this Postal Ballot i.e., Friday, January 14, 2022.

8. **Voting through Remote E-voting:** In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December, 2021 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by KFintech on the Resolution set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

9. The Board of Directors has appointed Shivaram Bhat, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

PROCEDURE FOR E-VOTING

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

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

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

A. 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.

B. Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest:
 - a) Visit URL: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
 - b) Click on New System Myeasi
 - c) Login with your registered user id and password.
 - d) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
 - e) Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest:
 - a) Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
 - b) Proceed with completing the required fields.
 - c) Follow the steps given in point 1.

3. Alternatively, by directly accessing the e-Voting website of CDSL:
 - a) Visit URL: www.cdslindia.com
 - b) Provide your demat Account Number and PAN No.
 - c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - d) After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.

C. 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.

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

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

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

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

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

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://emeetings.kfintech.com/>
 - b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - c) After entering these details appropriately, click on “LOGIN”.
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the “EVEN” i.e., ‘SMARTLINK HOLDINGS LIMITED’ and click on “Submit”.
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Friday, December 10, 2021 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.bhat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “SMARTLINK - Postal Ballot”. The document should reach the Scrutinizer and such other person on or before Friday, January 14, 2022 at 5:00 P.M.
2. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
 - a) Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft

copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- b) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
- c) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December, 2021 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 Thursday, December 16, 2021 at 10:00 a.m. (IST) and concludes on Friday, January 14, 2022 at 5:00 p.m. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, December 10, 2021 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The voting rights of the Members shall be in proportion to their shareholding in paid up equity share capital of the Company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Friday, December 10, 2021.
5. In case a person has become the Member of the Company on or before the cut-off date i.e. Friday, December 10, 2021 and does not have his/her email id registered, may write to KFin on the email Id evoting@kfintech.com or to Mr. Sridhar Balamurli, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: sridhar.balamurli@kfintech.com at [Unit: Smartlink Holdings Limited] KFin Technologies Private Limited, Kfintech Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, members are requested to refer to the instructions provided under “Procedure for E-Voting” section of this Notice to cast the vote.
6. In case of any query pertaining to e-voting, please visit Help & FAQ’s section of <https://evoting.kfintech.com> (KFin’s website) or contact Mr. Sridhar Balamurli, Toll Free No.: 1800-309-4001; Fax No.: +91 40 2300 1153; email: sridhar.balamurli@kfintech.com at [Unit: Smartlink Holdings Limited] KFin Technologies Private Limited, Kfintech Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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

Item No. 1

The Reserve Bank of India (“RBI”) has vide its Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, Urban Co-operative Banks & NBFCs (including HFCs) [“RBI Circular/Guidelines”].

Further, as per the said RBI Guidelines read together with the Frequently Asked Questions (“FAQs”), one audit firm can concurrently take up statutory audit of a maximum of eight NBFCs during a particular year.

Pursuant to the above, M/s MSKA & Associates, the existing Statutory Auditors of the Company have informed the Company of their inability to continue as the Statutory Auditors of the Company as they have reached the maximum limit for the number of audits to be undertaken in the current financial year 2021-22. Therefore, considering the requirements under the said Guidelines and the related FAQs, M/s MSKA & Associates have communicated their resignation as Statutory Auditors of the Company effective December 10, 2021.

The existing Statutory Auditors of the Company M/s MSKA & Associates (FRN 105047W), Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company at the 26th Annual General Meeting of the Company held on August 07, 2018 to hold office commencing from the conclusion of the 26th Annual General Meeting until the conclusion of the 30th Annual General Meeting to be held in the year 2023. The auditors as on date have completed a tenure of 3 years.

Pursuant to Section 139 (8)(i) of the Act, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board and the auditor shall hold the office till the conclusion of the next Annual General Meeting.

After considering various aspects on credentials and past experience of the audit firm and based on the recommendation of the Audit Committee, the Board at its Meeting held on December 10, 2021, *inter alia*, approved the appointment of M/s Shridhar & Associates, Chartered Accountants, Firm Registration Number 134427W as the Statutory Auditors of the Company to fill the casual vacancy caused by M/s MSKA & Associates, to hold office upto the conclusion of the Twenty-Ninth Annual General Meeting of the members of the Company.

Pursuant to the recommendations of the Audit Committee, the Board of Directors at its aforesaid Meeting has also approved an overall annual remuneration/ fee of an amount of Rs. 12 Lakhs plus, out of pocket expenses, outlays and taxes at the applicable rates, for Financial Year 2021-22, to M/S Shridhar & Associates, Chartered Accountants to be mutually agreed between the Company and the Statutory Auditors, depending on the scope of work undertaken, for the purpose of audit of the Company’s Standalone and Consolidated Financial Statements, and subject to the approval of the Members.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed statutory audit fees payable to the Statutory Auditors for the Financial Year ending 31 st March, 2022	<p>The audit fees proposed to be paid to the incoming statutory auditors M/s. Shridhar & Associates, Chartered Accountants, along with the fees paid to the outgoing auditors, M/s. MSKA and Associates, Chartered Accountants, for the Financial Year 2021-22 will be Rs. 12 Lakhs, plus, out of pocket expenses, outlays and taxes.</p> <p>For the F.Y. 2021, the audit fees paid to M/s MSKA and Associates, Chartered Accountants, was Rs. 12 Lakhs (plus, taxes).</p>
Terms of Appointment	Pursuant to Section 139 (8)(i) of the Companies Act, 2013, the term of appointment of M/S Shridhar & Associates, Chartered Accountants having Firm Registration No. 134427W, Statutory Auditors shall be upto the conclusion of the 29 th Annual General Meeting of the Company to be held for the financial year 2021-22.
Material changes in fee payable to the new Statutory Auditors	There are no material changes in the audit fees payable to the new statutory auditors of the Company.
Basis of recommendation and Auditor credentials	<p>The recommendations made by the Audit Committee and the Board of Directors of the Company are in compliance with the RBI Guidelines and in fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 with regard to the full-time partners, statutory audit experience of NBFCs, capability, assessment of independence, etc.</p> <p>Brief Profile of Statutory Auditor:</p> <p>M/s Shridhar & Associates (SAA) M/S Shridhar & Associates is a Peer Reviewed Chartered Accountants Firm with Headquarters in Mumbai registered with the Institute of Chartered Accountants of India with Registration No. 134427W having 16 years of experience. It is empanelled with Indian Banking Association. SAA is professionally equipped firm which provides a full range of end-to-end solutions in BFSI sector. SAA has strong team of CAs/CSs/ CPA/DISA qualified professionals having in depth knowledge across auditing, accounting advisory, finance, valuations, IT, Mergers Acquisitions Restructuring. SAA has 3 offices in Mumbai, Delhi, and Bangalore & 7 international joint ventures in 6 locations USA, UK, Mauritius, Dubai, Hongkong and Singapore which provide services to MNC clients.</p>

The approval of Members of the Company is sought pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act and the relevant Rules thereunder and Guidelines issued by the RBI including any amendments, modifications, variations or re-enactments thereof, for the appointment of M/s Shridhar & Associates, Chartered Accountants, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable Rules and the Guidelines issued by RBI dated 27th April, 2021, as the Statutory Auditors of the Company, to hold office with effect from 10th December, 2021 till conclusion of the Twenty-Ninth Annual General Meeting, with power to the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard), to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said appointment of the Statutory Auditors, including but not limited to determination of roles and responsibilities, scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contracts or documents in this regard, alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

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 Resolutions set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 1 in relation to the appointment of M/s Shridhar & Associates, Chartered Accountants as the Statutory Auditors of the Company, for approval by the Members of the Company.

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

**Urjita Damle
Company Secretary**

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Place: Verna-Goa
Date: 10th December, 2021