

13th August, 2016

To,
Mr. Hari K - Asst. Vice President
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

To,
The Manager - Corporate
The Corporate relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Sub: Submission of Postal Ballot Notice and Form
Scrip Code: NSE: SMARTLINK BSE: 532419

Sub: Postal Ballot Notice

Dear Sir/Madam,

In furtherance of our intimation dated 4th August, 2016 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal ballot notice and form.

This postal Ballot notice seeks the approval of Members through special resolution for approval of the sale and transfer of the Digisol Business and EMS Business by way of a slump sale (as defined under Section 2(42C) of the Income Tax Act, 1961) to wholly owned subsidiaries for a lump sum consideration (without value being assigned to individual assets and liabilities) not less than Rs. 19.00 crores, and Rs. 3.30 crore, respectively, being the fair value of the businesses subject to terms and conditions in this regard.

The Notice is being sent to all the shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday 29th July, 2016, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)

The Company has engaged the services of Karvy Computershare Private Limited for the purpose providing e-voting facility to all its Members. The voting through postal ballot and through e-voting shall commence on 16th August, 2016 and shall end on 15th September, 2016.

Thanking you,
Yours sincerely,

For SMARTLINK NETWORK SYSTEMS LIMITED


URJITA DAMLE
COMPANY SECRETARY

Smartlink Network Systems Ltd.

CORPORATE OFFICE : Plot No. 5, Kurla Bandra Complex Road, Santacruz (E), Mumbai - 400 098. India. • Tel.: +91 22 3061 6666 / 2652 6696 • Fax: +91 22 2652 8914
www.smartlink.co.in

Smartlink Network Systems Limited

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

Corporate Identification Number (CIN): **L30007GA1993PLC001341**

Telephone: 0832-2885400; Fax: 0832-2783395;

Email: Company.Secretary@smartlink.co.in Website: www.smartlink.co.in

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, for seeking approval of the members by way of a special resolution for the proposed transfer of its 'Digisol' Sales and Marketing Business, comprising of all its assets and liabilities (“**Digisol Business**”) and the Electronic Manufacturing Services Business, comprising of all its assets and liabilities (“**EMS Business**”) by way of a slump sale as a 'going concern' to its wholly owned subsidiaries (the “**Slump Sale**”).

The Board of Directors of the Company (“**Board of Directors**”) at its meeting held on 04th August, 2016 has, subject to approval of members of the Company by way of special resolution and of other statutory, regulatory or governmental authorities as may be required under applicable laws, approved the sale and transfer of the Digisol Business and EMS Business by way of a slump sale (as defined under Section 2(42C) of the Income Tax Act, 1961) to wholly owned subsidiaries for a lump sum consideration (without value being assigned to individual assets and liabilities) not less than Rs. 19.00 crores and Rs. 3.30 crore respectively, being the fair value of the businesses subject to terms and conditions in this regard.

Section 180(1)(a) of the Act provides, inter alia, that the consent of the members of the Company by special resolution, would be required for the sale of an undertaking of the Company. Pursuant to Section 188 of the Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the consent of the shareholders of the Company by way of an ordinary resolution is required for any related party transaction. Therefore, pursuant to the provisions of Section 110 of the Act read with Rules 20 and 22 and Listing Regulations, the consent of the shareholders of the Company has to be obtained by way of Postal Ballot/E-Voting (“**Postal Ballot**”). Accordingly, a postal ballot notice is required be sent to the shareholders of the Company. Given that the proposed slump sale is between the Company and its wholly owned subsidiaries, all shareholders can vote on this matter.

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Act read with rules, setting out the material facts and reasons for the resolution is set out below for the consideration of the members. The Postal Ballot form (“**Postal Ballot Form**”) for exercising the vote is also annexed to this notice.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors have appointed Mr. Shivaram Bhat, Practicing Company Secretary (Certificate of Practice No. 7853) as the scrutiniser (“**Scrutiniser**”) for conducting the Postal Ballot process in a fair and transparent manner.

The members of the Company are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the Postal Ballot Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope/business reply envelope (if posted in India) so as to reach the Scrutiniser, on or before the close of working hours (05:00 p.m.) on Thursday the 15th September, 2016. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received.

E-Voting facility is also provided to all members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to follow the procedure as stated in the notes to the Notice and instructions for casting of votes by e-voting on the reverse the Postal Ballot Form. Members of the Company will have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members of the Company can opt for only one of the modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then you are requested not to vote through Postal Ballot Form and *vice versa*. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutiniser will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other Director duly authorised in this regard, in a fair and transparent manner. The result of the Postal Ballot would be announced by the Chairman or any other Director duly authorised, on Friday the 16th September, 2016 at 11:00 a.m. at the corporate office of the Company situated at Mumbai. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.smartlink.co.in within two (2) days of passing of the resolution and shall also be communicated to the stock exchanges, where the equity shares of the Companies are listed.

The date of declaration of the results of the postal ballot i.e. 16th September, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Proposed Special Resolution for approval of shareholders for the sale of “DIGISOL Business”

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

“RESOLVED THAT pursuant to Sections 180 (1) (a), 188 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, and applicable rules made thereunder, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any government, regulatory or statutory authorities, the consent of the members be and is hereby granted/accorded to the board of directors of the Company (hereinafter referred to as the **“Board of Directors”**, which expression includes any Committee constituted by the Board of Directors to exercise its powers, including the powers conferred by this resolution) to convey, transfer, its **“Digisol Business”** by way of a slump sale on a going concern basis to its wholly owned subsidiary Company along with respective employees, assets and liabilities, pertaining thereto including all licences, permits, approvals, all trademarks, consents, contracts whatsoever for a consideration not less than Rs.19.00 crores, being the fair value of the business subject to terms and conditions in this regard and with effect from such date as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the Company be and are hereby authorized to negotiate, finalize, enter into and execute all such, deeds, documents, agreements, letters and to do all such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion, including through one or more committees that may be constituted by the Board of Directors for this purpose, for giving effect to this resolution including finalizing/ determining the effective date, terms and conditions, finalizing and executing the necessary assignment/ conveyance/ business transfer documents, contracts, agreements and to seek their registration and thereof with the concerned authorities, filing intimations with and/ or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, completing the sale of the Digisol Business to its wholly owned subsidiary, in the interest of the Company.”

Proposed Special Resolution for approval of shareholders for the sale of “EMS Business”

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

“RESOLVED THAT pursuant to Sections 180 (1) (a), 188 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, and applicable rules made thereunder, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any government, regulatory or statutory authorities, the consent of the members be and is hereby granted/accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”**, which expression includes any Committee constituted by the Board of Directors to exercise its powers conferred by this resolution) to convey, transfer, its Electronic Manufacturing Services business (the **“EMS Business”**) by way of a slump sale on a going concern basis to its wholly owned subsidiary Company along with respective employees, assets and liabilities, pertaining thereto including all licences, permits, approvals, consents, contracts whatsoever for a consideration not less than Rs. 3.30 crores, being the fair value of the business subject to terms and conditions in this regard and with effect from such date as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the Company be and are hereby authorized to negotiate, finalize, enter into and execute all such, deeds, documents, agreements, letters and to do all such acts, deeds, matters and/or things as may be necessary and/or expedient in their discretion, including through one or more committees that may be constituted by the Board of Directors for this purpose, for giving effect to this resolution including finalizing/ determining the effective date, terms and conditions, finalizing and executing the necessary assignment/ conveyance/ business transfer documents, contracts, agreements and to seek their registration and thereof with the concerned authorities, filing intimations with and/ or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, completing the sale of the EMS Business to its wholly owned subsidiary, in the interest of the Company.”

**By order of the Board of Directors
For Smartlink Network Systems Limited**

**Urjita Damle
Company Secretary**

Goa, 04th August, 2016

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Notice is being sent to all the shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday the 29th July, 2016, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. The Company has appointed Mr. Shivaram Bhat, Practicing Company Secretary (Certificate of Practice No. 7853) as Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. After completion of their scrutiny of the Postal Ballot Forms, they will submit their report to the Chairman or to any other Director duly authorised in this regard, in a fair and transparent manner. The results of the Postal Ballot would be announced by the Chairman or any other Director, duly authorized on Friday the 16th September, 2016, at 11:00 a.m. at the corporate office of the Company. The results declared along with the Scrutinizer's Report

- shall be placed on the Company's website i.e. www.smartlink.co.in within two (2) days of passing of the resolution and shall also be communicated to the stock exchanges where the Equity Shares of the Company are listed.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent through permitted mode of dispatch along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company www.smartlink.co.in. To seek duplicate Postal Ballot Form please contact our Registrar and Share Transfer Agent M/s Karvy Computer Share Private Limited and request you to fill in the details and send the same to the Scrutiniser.
 5. In compliance with Regulation 44 of the Listing Regulations and Section 110 and other applicable provisions of the Act read with the related rules, the Company is pleased to provide e- voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has availed the e-voting services of Karvy Computer share Private Limited ("Karvy").
 6. Shareholders desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form duly completed, in all respects and signed in the enclosed self-addressed postage pre-paid business reply envelope to the Scrutiniser. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent in person, by courier or registered/speed post at the expense of the shareholders will also be accepted.
 7. The Postal Ballot Form should be completed and signed by the member.
 8. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday the 29th July, 2016, being the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 9. **Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:**
Commencement of voting: From 10.00 a.m. on Tuesday, 16th August, 2016
End of voting: At 05.00 p.m. on 15th September, 2016 (both days inclusive)
(The facility for voting through electronic means will be disabled for voting by KARVY upon expiry of the aforesaid voting period)
 10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
 11. Votes will be considered invalid on the following grounds:
 - if the member's signature does not tally.
 - if the member has marked all his shares both in favour and also against the resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the Postal Ballot Form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - if any direction given by competent authority in writing to the Company to freeze the voting rights of the member.
 12. Name, Designation, Address, E-mail ID and Phone Number of person responsible to address grievances connected with E-voting

Name	:	Urjita Damle
Designation	:	Company Secretary
Address	:	L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
Tel	:	0832 – 2885400
Email id	:	Company.Secretary@smartlink.co.in
 13. The instructions for e-voting are given at the reverse of the Postal Ballot Form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE FOR ITEM 1 AND 2 OF THE NOTICE

Your Company's current business operations comprise mainly of the Digisol Business which comprises of Selling and Marketing of various categories of Networking and Information Technology (IT) Products sold under brand name "DIGISOL" and EMS Business comprising mainly of manufacture of various categories of electronic and IT products. Both the above businesses are distinct and independent and it is felt that giving separate legal and independent status to both the businesses by way of independent companies would assist the respective business to serve their customers better. The Shareholders interest in the Company will not be affected as both the companies will be wholly owned subsidiaries and the Company will publish the consolidated results to the Shareholders.

The Company proposes to transfer the DIGISOL Business and EMS Business to separate wholly owned subsidiaries subject to the consent of the shareholders as required under Sections 180(1)(a) and 188 of the Companies Act, 2013 and Listing Regulation.

The Board of Directors of the Company, at its meeting held on 04th August, 2016, subject to approval by the shareholders and other requisite approvals, approved the sale of the Digisol Business and EMS Business to wholly owned subsidiary companies of the Company ("Subsidiaries"). The Subsidiaries are in the process of being incorporated.

The Board of Directors considers that both the Subsidiaries will be able to focus on their core businesses and acting as separate independent companies will help to pursue opportunities in their respective businesses. The Board feels that there is a need for bringing accountability by separating the main business operations from the Treasury operations into separate legal entities i.e. respective Subsidiaries. This will also bring focus in the businesses of both the Subsidiaries and they will be able to leverage the strengths of their individual operations.

For the purposes of affecting the transfer of both the businesses, the Company proposes to execute a Business Transfer Agreement with respective Subsidiaries along with other related agreements, such as assignment deeds, conveyance deeds, applications to governmental authorities, etc.

The transfer of Digisol Business and EMS Business to the Subsidiaries will be undertaken based on the fair valuation done by Deloitte Touche Tohmatsu India LLP..

After the sale of the Digisol Business and EMS Business, the Company will become a holding company.

The Slump Sale has been approved by the Audit Committee of the Company at their meeting held on 04th August, 2016.

Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that sale, lease or otherwise dispose of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of a special resolution, hence, the Company is seeking your consent for such proposal contained in the Special Resolution. Accordingly, the Notice of the proposed special resolution is being sent to the shareholders for their consideration and approval.

As required under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, consent of its shareholders is required by passing the resolution through Postal Ballot for the said transfer.

In the light of the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors have approved the transaction as set above for the approval of the shareholders by an ordinary resolution.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are given below: -

Sr. No.	Information required to be disclosed	Particulars	Particulars
1.	Name of the related party	Digisol Systems Limited	Synegra EMS Limited
2.	Name of the director or Key Managerial Personnel who is related, if any	None	None
3.	Nature of relationship	Wholly Owned Subsidiary	Wholly Owned Subsidiary
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of Sale and Marketing of Networking Products business by Slump Sale on 'arms length' basis. The consideration will be Rs. 19.00 crores, which has been determined taking into consideration the valuation report submitted by Deloitte Touche Tohmastu India LLP	Sale of Electronic Goods Manufacturing Services business by Slump Sale on 'arms length' basis. The consideration will be Rs. 3.30 crores, which has been determined taking into consideration valuation report submitted by Deloitte Touche Tohmastu India LLP
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None	None

All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of Postal Ballot.

The Board of Directors recommends the resolution set forth above for your approval as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Smartlink Network Systems Limited**

Urjita Damle
Company Secretary
Goa, 04th August, 2016



Smartlink Network Systems Limited

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

Corporate Identification Number (CIN): **L30007GA1993PLC001341**

Telephone: 0832-2885400; Fax: 0832-2783395;

Email: Company.Secretary@smartlink.co.in Website: www.smartlink.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No. :

1 Name(s) & Registered Address
of the sole / first named Member:

2 Name(s) of the Joint-Holder(s), if any:

3 DP ID No / Client ID No/Registered:
Folio Number

4 Number of Equity Share(s) held:

I/ We hereby exercise my/ our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot / e-voting dated 04th August, 2016 by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick mark (✓) at the appropriate box below:

Item No:	Brief Description	Number of Share Held	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1	Approval of shareholders under Sections 180(1)(a) and 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for sale of "DIGISOL Business" to a wholly owned subsidiary of the Company			
2	Approval of shareholders under Sections 180(1)(a) and 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for sale of "EMS Business" to a wholly owned subsidiary of the Company			

Place:

Date:

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Please read the instructions printed overleaf carefully before filling this Postal Ballot Form or e-voting

A. GENERAL INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for one mode of voting i.e. either through e-voting or by postal Ballot Form. If a member casts votes by both the modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned.
4. For detailed instructions on e-voting, please refer to the notes appended below. The notice of Postal Ballot/ E- Voting has also been placed on the website of the company viz: www.smartlink.co.in and on Karvy's website viz: <http://evoting.karvy.com/>
5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the notice of Postal Ballot /E-voting.
6. Voting Rights in the Postal Ballot Form/ e-voting cannot be exercised by proxy.

B. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY POSTAL BALLOT FORM

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it in the attached self-addressed postage pre-paid envelope. Envelope containing Postal Ballot Form, if sent by courier at the expense of the registered members will also be accepted.
2. The Self addressed envelope bears the address of the Scrutinizer, Mr. Shivaram Bhat, Practicing Company Secretary, who was appointed by the Board of Directors of the Company at their Meeting held on 4th August, 2016.
3. The Postal Ballot Form should be completed and signed by the member, in case of joint holding, this form should be completed and signed (as per the Specimen signature) by the first named member and in his/ her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
4. The Postal Ballot Form will also be considered invalid if a member has made any amendments to the Resolution(s) or imposed any condition while exercising his/ her vote.
5. The consent of the member must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
6. There will be one Postal Ballot Form for every 'Client ID' / 'Registered Folio' irrespective of the number of joint holders.
7. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
8. The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
9. You may carefully read the instructions printed in this Postal ballot form and return the form duly completed in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 15th September, 2016. Postal Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
10. Where the postal ballot form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form.
11. Members are requested not to send any other paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point B(7) above) along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to _____ the Company Secretary, Ms. Ujita Damle, L-7, Verna Industrial Estate, Verna, Salcete, Goa – 403722 or to the e-mail ID [Company.Secretary@smartlink.co.in]. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 15th September, 2016.
13. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting shall be final and binding.

C. PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY E-VOTING

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]
 - i. Launch internet browser by typing the following URL for e-voting: <https://evoting.karvy.com/>
 - ii. Enter the login credentials i.e. USER ID and Password mentioned in the Postal Ballot Form. Your Folio No / DP ID / Client ID will be your USER ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your vote. Enter the verification code (Captcha) i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
 - iii. After entering details appropriately click on LOGIN.
 - iv. 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.
 - v. Login again with the new credentials.
 - vi. On successful login, system will prompt to select the 'EVEN' (E-voting Event Number) i.e. the Company's name 'Smartlink Network Systems Limited'.
 - vii. On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/AGAINST/ABSTAIN' from voting.
 - viii. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN' and the shares will not be counted under either head.
 - ix. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
 - x. 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.
 - xi. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else click on 'CANCEL' to modify your vote.
 - xii. Once you 'CONFIRM' your vote on the resolution, 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.**
 - xiii. Corporate / Institutional Members (other than Individuals, HUF, NRI, etc) are required to send scan of certified true copy (PDF format) of the relevant Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cs.sbhat@gmail.com with a copy to evoting@karvy.com and Company.Secretary@smartlink.co.in.
 - xiv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com/> or contact Mr. Varghese P A of Karvy at 040-67161500 or at 1800 345 4001 (Toll free).
 - xv. The voting period shall commence on Monday, 16th August, 2016 at 10:00 a.m. and will end on Wednesday, 15th September, 2016 at 05:00 p.m. (both days included). The e-voting module shall be disabled by Karvy at 5.00 p.m. on 15th September, 2016.
- B. In case of Members receiving physical copy of the Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s) / Company]:
 1. **USER ID and initial password** as provided in the Postal Ballot Form.
 2. Please follow all steps from Sr. No. (i) to (xv) as mentioned in (A) above, to cast your vote.

C. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.