

August 1, 2019

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

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

Scrip Code: NSE: SMARTLINK

BSE: 532419

Sub: Submission of minutes/ proceedings of postal ballot of Smartlink Holdings Limited ("Company")

Dear Sir,

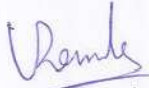
Please find enclosed a certified true copy of the minutes/ proceedings of the postal ballot of the Company concluded on Tuesday the 30th day of July, 2019 and the results of which were declared on 31st July, 2019 at the corporate office of the Company at 215 Atrium, 2nd Floor, Andheri Kurla Road, Andheri East, Mumbai - 400 059.

Request you to kindly take note of the same and acknowledge the receipt.

Thanking You.

Yours Faithfully,

For SMARTLINK HOLDINGS LIMITED



URJITA DAMLE
COMPANY SECRETARY

SMARTLINK HOLDINGS LIMITED

(Formerly known as Smartlink Network Systems Limited)

Corporate Office : 215 Atrium, 2nd Floor, B-Wing, Courtyard Marriott Compound, Andheri-Kurla Road, Andheri (E), Mumbai - 400 093, INDIA
Land Phone : +91 22 3061 6666 / 2652 6696

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

PROCEEDINGS/MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT / E-VOTING BY THE MEMBERS OF SMARTLINK HOLDINGS LIMITED DECLARED ON WEDNESDAY, THE 31ST DAY OF JULY, 2019 AT 11:30 A. M. AT THE CORPORATE OFFICE OF THE COMPANY AT 215 ATRIUM, 2ND FLOOR, ANDHERI KURLA ROAD, ANDHERI EAST, MUMBAI – 400 059

PRESENT:

1. Ms. Arati Naik - Non - Executive Director

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with Rule 22 of the Companies (Management & Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable law and regulations, the Company had issued postal ballot notice dated 27 June 2019 to obtain members consent through postal ballot/ e-voting on the following special resolution for:

1. Approval for buyback of equity shares of the Company on a proportionate basis through “tender offer” route under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, by means of a special resolution, for an amount not exceeding Rs. 54,60,00,000/- (Rupees Fifty Four Crore and Sixty Lakh Only).

The Board in its meeting held on 14 June 2019 had approved the following:

1. Mr. Shivaram Bhat, Practicing Company Secretary (Certificate of Practice No. 7853) as the scrutiniser (“**Scrutiniser**”) for conducting the postal ballot & e-voting process.
2. Karvy Fintech Pvt. Ltd. (Karvy) for providing e-voting platform to the members to cast their votes electronically.

The notice of postal ballot containing draft resolutions, explanatory statements, postal ballot forms e-voting user id and passwords and self addressed business reply envelope were sent to members and other concerns including secretarial auditor, stock exchanges etc. through post / emails.

Intimation about completion of dispatch of postal ballot forms was intimated to members by way of publication in the advertisements in newspaper viz “Financial Express” (English all edition), Jansatta (Hindi) and “Goa Doot” on 28 June 2019.

The resolution shall be considered to be passed on 30 July 2019 which was the last date fixed for receipts of duly completed postal ballot forms or e-voting.

After due scrutiny of all postal ballot forms/ e-voting received till the business hours on Tuesday, 30 July 2019 (being a last date fixed for receipts of duly filled postal ballot forms or e-voting) the Scrutinizer submitted his final report on Wednesday, 31 July 2019 to Ms. Arati Naik, Non - Executive Director of the company and the results of the postal ballot has been declared on

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Wednesday, 31 July 2019 at the corporate office of the Company i.e. 215 Atrium, 2nd floor, Andheri Kurla Road, Andheri East, Mumbai - 400 059.

The results of the postal ballot / e-voting have been intimated to the stock exchange/s within 48 hours on the declaration of results and have also been placed on the website of the Company i.e., www.smartlinkholdings.com

Ms. Arati Naik, Non-Executive Director announced following results of postal ballot / e-voting:

SPECIAL RESOLUTIONS:

1. APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY ON A PROPORTIONATE BASIS THROUGH “TENDER OFFER” ROUTE

As per the Scrutinizer’s Report, the results of the postal ballot for Item 1 of the postal ballot notice dated 27 June 2019 is summarized as hereunder:

Particulars	Number of Votes Contained in						% of total valid votes cast
	E – Voting		Ballots Voting		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	73	74,744	16	12,606,752	89	12,681,496	99.98
Voted Against	4	1,391	2	226	6	1,617	0.01
Invalid	0	0	2	400	2	400	

Accordingly on the basis of the Scrutinizer’s Report Ms. Arati Naik, Non-Executive Director of the Company; has declared the special resolution as set out in the postal ballot notice dated 27 June 2019 has been passed by the members which is as reproduced below:

Special Resolution approved by the members through postal ballot for the change in name of the Company is as under:

“**RESOLVED THAT** in accordance with Article 62 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 100, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, (“**Buyback Regulations**”), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and

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Exchange Board of India (“SEBI”), Registrar of Companies, Goa (“RoC”) and/ or other appropriate authorities which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board”), which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to such conditions and modifications as may be prescribed or imposed by such government, regulatory or statutory authorities, the consent of the shareholders be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of a face value of Rs. 2/- each (“Equity Share”) not exceeding 42,00,000 (Forty Two Lakh Only), representing upto 24.78% of the total paid up equity share capital of the Company from the shareholders of the Company, for an amount not exceeding Rs. 130/- (Rupees One Hundred and Thirty only) per Equity Share, payable in cash, for an aggregate amount not exceeding Rs. 54,60,00,000/- (Fifty Four Crore Sixty Lakh Only) which is 22.61% of the aggregate of the fully paid up equity share capital and free reserves as per the latest audited balance sheet as on 31 March 2019 (“Buyback Offer Size”) excluding transaction costs viz. brokerage, advisors’ fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses, being less than 25% of the total paid-up equity capital and free reserves of the Company as per latest audited balance sheet as on 31 March 2019. The Buyback Offer will comprise purchase of Equity Shares on a proportionate basis through the “tender offer” route (“Tender Offer”) (hereinafter referred to as the “Buyback”), in accordance and in consonance with the provisions contained in the Buyback Regulations, the Companies Act, the Management Rules and other applicable provisions of relevant laws.

RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its securities premium account and other free reserves and that the Buyback shall be through the Tender Offer route in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer route, provided that 15% of the number of Equity Shares which the Company proposes to buy back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (“Small Shareholders”) as of the record date, whichever is higher, shall be reserved for Small Shareholders.

RESOLVED FURTHER THAT the Buyback, to the extent permissible under applicable law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI by way of its circular dated 13 April 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, as amended from time to time.

RESOLVED FURTHER THAT the Buyback from non-resident Indians, overseas corporate bodies, foreign institutional investors, foreign portfolio investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, Income Tax Act, 1961 and rules and regulations framed there under, if any.

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RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder/ member to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolution and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback like record date, Buyback price, entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback, appointment of intermediaries/ agencies, as may be required, for the implementation of the Buyback, preparation, signing and filing of the public announcement, the draft letter of offer, letter of offer with SEBI, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, stock exchanges, RoC, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board (which expression includes a Buyback Committee constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and "certificate of extinguishment" required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, RoC, depositories and/ or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and

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conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

CERTIFIED TRUE COPY

For **SMARTLINK HOLDINGS LIMITED**



URJITA DAMLE
COMPANY SECRETARY

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