

18th October, 2019

To,
The Manager
The Corporate Relationship Department,
Bombay Stock Exchange Limited,
PhirozeJeejeebhoy 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

Script Code: 532419

Script Name: SMARTLINK

Ref: Submission under Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015

Sub: Proceedings/Minutes of the Annual General Meeting of the Company held on 28th September, 2019

Dear Sir,

Attaching herewith the proceedings/minutes of the Annual General Meeting of the Members of the Company held on 28th September, 2019 as required under Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015.

Request you to kindly take the above on record.

Thanking you,

Yours sincerely,

For SMARTLINK HOLDINGS LIMITED



**URJITA DAMLE
COMPANY SECRETARY**

SMARTLINK HOLDINGS LIMITED

(Formerly known as Smartlink Network Systems 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

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www.smartlinkholdings.com

EXTRACT OF THE MINUTES OF TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SMARTLINK HOLDINGS LIMITED (FORMERLY KNOWN AS SMARTLINK NETWORK SYSTEMS LIMITED) HELD ON SATURDAY, THE 28TH DAY OF SEPTEMBER, 2019 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT L-7, VERNA INDUSTRIAL ESTATE, VERNA, SALCETE, GOA - 403722

A. Directors Present:

1. Mr. K.R Naik - Executive Chairman
2. Ms. Arati Naik - Wholetime Director
3. Mr. Pankaj Baliga - Independent Director and Chairman of the Audit Committee and Stakeholders Committee
4. Mr. K. M. Gaonkar - Independent Director and Chairman of the Nomination and Remuneration Committee
5. Mr. Pradeep Rane - Independent Director
6. Mr. Pradeep Pande - Independent Director

B. In Attendance:

- Ms. Urjita Damle - Company Secretary
Mr. K. G. Prabhu - Chief Financial Officer

C. Mr. Anup Mundra - Representative of Statutory Auditors

D. Mr. Shivaram Bhat - Secretarial Auditor and Scrutinizer

E. 33 shareholders were present in person.

F. 7 shareholders were present in proxy.

The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting.

Mr. K.R. Naik, Executive Chairman took the Chair.

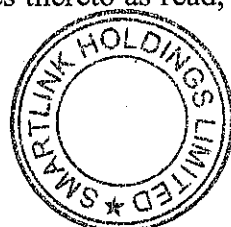
The Statutory Registers viz; register of Directors and Key Managerial Personnel, Charge Register, Register of Contracts with Related Parties, Secretarial Audit Report were open for inspection to all the members.

The Annual General Meeting commenced at 11.00 a.m. As the requisite quorum was present Company Secretary announced that the formal proceedings of the meeting could commence and thereafter, the Chairman called the meeting to order.

Chairman welcomed the Members to the 26th Annual General Meeting of the Company. The Chairman also informed that, the company received total 7 proxies representing 22,51,286 Equity Shares and that the proxies considered were those received upto 11:00 a.m. on 26th September, 2019 i.e. 48 hours before this meeting.

The Chairman read out the speech and briefed about the performance of the Company during the last Financial Year and the way forward.

The Chairman requested the Members to take the Notice convening the Annual General Meeting, the Auditors Report and the annexures thereto as read, to which the members agreed.



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As there were no qualifications in the Auditor's Report nor in the Secretarial Audit Report, the same were not required to be read.

The Chairman announced that except Mr. Bhanubhai Patel, who was unable to attend due to prior commitments, all other Board members were present at the AGM.

The Chairman requested Company Secretary to explain the Poll procedure to the Shareholder.

On a request from the Chairman, the Company Secretary explained the process of voting on the resolutions at the meeting to the Members. She further informed the Members that the Board had appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner. Mr. Bhat would also act as Scrutinizer for voting at the AGM.

Company Secretary requested Chairman to take the meeting forward.

The Meeting thereafter proceeded to transact the scheduled Ordinary Business as per agenda of the Meeting. With the permission of the Members, the Chairman then commenced with the agenda items to notice. He also drew the attention of Members to the Explanatory Statement forming part of the Notice convening the AGM, which explained the objectives and implications of the resolutions.

ITEM NO.1: ADOPTION OF ACCOUNTS

The Chairman placed before the members Standalone & Consolidated Audited Annual Accounts together with the schedules and Statement of Profit and Loss for the year ended 31st March, 2019 and Balance Sheet as on that date together with Notes thereto and the Auditors' Report and Directors' Report attached thereto for their adoption and approval.

In this respect a resolution was put forward by the Chairman and accordingly Mr. Suraj Borker proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT the audited Standalone and Consolidated financial statements of the Company together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

The above resolution was seconded by Mr. Basilio D'costa.

The Chairman being an interested Director in next item to the Notice vacated the chair and requested Mr. K. M. Gaonkar to chair the meeting. Mr. K. M. Gaonkar took the Chair.

ITEM NO.2: TO APPOINT A DIRECTOR IN PLACE OF MR. K.R. NAIK (HOLDING DIN 00002013), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFER HIMSELF FOR REAPPOINTMENT.

The Chairman placed before the Members the matter concerning reappointment of Mr. K.R. Naik for their consideration and approval. Accordingly, Mr. Vikesh Prabhu proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT Mr. K. R. Naik (holding DIN 00002013), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.



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The above resolution was seconded by Mr. Prashant Deshpande

ITEM NO. 3: APPOINTMENT OF ARATI NAIK (HOLDIN DIN:06965985) AS A WHOLETIME DIRECTOR OF THE COMPANY

Chairman placed before the board the matter concerning appointment of Ms. Arati Naik (holding DIN: 06965985) as Wholetime Director of the Company.

In this respect a resolution was put forward by the Chairman and accordingly Mr. Rajesh Prabhu proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, the consent of the members be and is hereby accorded for appointment of Ms. Arati Naik (holding DIN 06965985) as a Whole Time Director designated as Executive Director of the Company for a period of three years with effect from 1st April, 2019 on the terms and conditions including remuneration set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to approve/ratify the remuneration paid / payable to Ms. Arati Naik as a Wholetime Director designated as Executive Director of the Company for a period from 1st April, 2019 upto 31st March, 2022 as set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting.

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

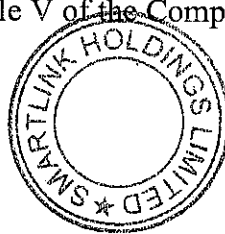
The above resolution was seconded by Mr. Vikas Borker.

ITEM NO.4: REAPPOINTMENT OF MR. K.R. NAIK AS AN EXECUTIVE CHAIRMAN OF THE COMPANY FOR A FURTHER PERIOD OF FIVE YEARS

Chairman placed before the Members the matter concerning approving continuation of holding of office by Mr. K. R. Naik as Executive Chairman of the Company for their consideration and approval.

In this respect a resolution was put forward by the Chairman and accordingly, Mr. Prashant Nayak proposed the following resolution to be passed as a special resolution:

“RESOLVED THAT, in accordance with the provisions of section 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any



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statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded for re-appointment of Mr. K. R. Naik (holding DIN 00002013) as an Executive Chairman (Wholetime Director) of the Company for a further period of five years with effect from 26th December, 2019 on terms and conditions including remuneration set out in the explanatory statement and statement of material facts annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to section 196(3)(a) of the Companies Act, 2013, the consent of members of the Company be and is hereby accorded for re-appointing Mr. K. R. Naik (DIN 00002013) as an Executive Chairman of the Company who has crossed 70 years of age.

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

Mr. Vishnudas Parsekar seconded the above resolution.

Mr. K.M. Gaonkar vacated the chair and handed over the proceedings back to Mr. K.R. Naik.

ITEM NO.5: REAPPOINTMENT OF MR. PANKAJ BALIGA (HOLDING DIN 00002864) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF FIVE CONSECUTIVE YEARS

Chairman placed before the meeting the matter concerning reappointment of Mr. Pankaj Baliga as an independent director of the company for second term of five consecutive years for their consideration and approval.

In this respect a resolution was put forward by the Chairman and accordingly Anish Lotlikar proposed the following resolution to be passed as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Pankaj Baliga (holding DIN 00002864) be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT pursuant to provisions of regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) 2018, consent of members of the Company be and is hereby accorded for re-appointing Mr. Pankaj Baliga as Independent Director the Company as he will be attaining 75 years of age during the term of his appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as



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may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

The resolution was seconded by Mr. K.G. Prabhu.

ITEM NO.6: REAPPOINTMENT OF MR. K.M. GAONKAR (HOLDING DIN: 00002425) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF FIVE CONSECUTIVE YEAR

Chairman placed before the meeting the matter concerning reappointment of Mr. K.M. Gaonkar as an independent director of the company to hold office for second term of five consecutive year for the member's consideration and approval.

In respect of above chairman put forward the resolution and Mr. Prashant Deshpande propose the same to be passed as special resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. M. Gaonkar (holding DIN 00002425) as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as maybe deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

The above resolution was seconded by Mr. Rajesh Prabhu.

ITEM NO.7 REAPPOINTMENT OF MR. BHANUBHAI PATEL (HOLDING DIN: 00223115) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM OF FIVE CONSECUTIVE YEAR

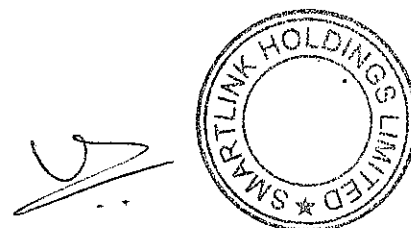
Chairman placed before the meeting the matter concerning reappointment of Mr. Bhanubhai Patel as an independent director of the company to hold office for second term of five consecutive year for the member's consideration and approval.

The resolution was put forward by the chairman of the meeting and the same was proposed by Mr. Basilo D'costa to be passed as Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhanubhai Patel (holding DIN 00223115) as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 09th September, 2019 upto 08th September, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

The resolution was seconded by Mr. K.G. Prabhu.



Since all the items to the notice were proposed and seconded, the Chairman invited queries from the members. There were no queries raised by the members with regards to the items to the notice.

Since there were no queries raised, the Chairman announced to proceed for the poll and appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer. He also mentioned to the members that he is a shareholder of the Company and an independent professional but not in employment of the Company.

Further the Chairman requested the Company Secretary to explain the Poll procedure to the shareholders.

Urjita Damle, Company Secretary informed all the members presented in the meeting that we had an electronic voting from 25th September, 2019 to 26th September, 2019. Shareholders who had not participated in the electronic voting and were present here will get an opportunity to cast their votes by poll.

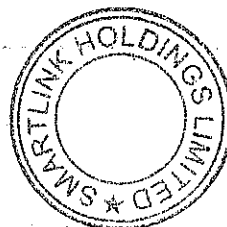
Mr. Shivaram Bhat showed the empty Ballot Box to the members and locked the same. The poll process was concluded.

The Chairman then authorised the Company Secretary to carry out the voting process. He further stated that the combined results of the remote e-voting and the voting at the meeting would be announced by the Company Secretary and the same would be displayed on the Company's website, will be uploaded on the Stock Exchanges and will be displayed at the Registered Office of the Company within 2 days.

The meeting concluded at 12.15 P.M. with a vote of thanks by Ms. Urjita Damle, Company Secretary to the Directors, Scrutinizer and the Shareholders present at the meeting.

The Scrutinizers report on E-voting and the poll conducted at the meeting was submitted to the Chairman of the Meeting on the same day i.e. on 28th September, 2019. A summary of the Scrutiniser's report is as under:

1. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Fintech Private Limited ('Karvy') e-voting facility.
2. The e-voting remained open for the period commencing from Wednesday, 25th September, 2019, 10:00 A.M to Friday, 27th September, 2019, 05:00 P.M.
3. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting were unblocked and scrutinized in presence of two witnesses Mr. Vivek Desai and Ms. Siddhi Salkar who were not in the employment of the company.
4. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in Scrutinizers' presence with due identification marks placed by him.
5. The locked ballot box was subsequently opened in Scrutinizers' presence and poll papers were scrutinized. The poll papers were reconciled with the records maintained by the Company and authorizations / proxies lodged with the Company.
6. The poll papers which were incomplete and/or which were otherwise found defective were considered as invalid and kept separately.



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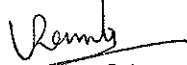
The result of the voting i.e. e-voting and voting at the AGM (poll) is as under:

Resolution		Title of the Resolution	Number of Votes			
No.	Type		For	%	Against	%
1	Ordinary	To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31 st March, 2019, together with the Report of the Board of Directors and Auditors thereon;	12658029	100	0	0.00
2	Ordinary	To Reappoint Mr. K.R. Naik (holding DIN 00002013), who retires by rotation and being eligible, offers himself for re-appointment.	52186	100	0	0.00
3	Special	To appoint Ms. Arati Naik as a Whole Time Director designated as Executive Director of the Company.	52186	100	1000	0.00
4	Special	To reappoint Mr. K.R. Naik as an Executive Chairman of the Company	52186	100	0	0.00
5	Special	To reappoint Mr. Pankaj Baliga as an Independent Director of the Company	12658029	100	0	0.00
6	Special	To reappoint Mr. K.M. Gaonkar as an Independent Director of the Company	12634710	100	0	0.00
7	Special	To reappoint Mr. Bhanubhai Patel as an Independent Director of the Company	12658029	100	0	0.00

Accordingly, all the above Resolutions were passed by the Members with the requisite majority.

Certified True Copy,

For SMARTLINK HOLDINGS LIMITED



URJITA DAMLE
COMPANY SECRETARY



