

5th August, 2016

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

**Re: Regulation 44 (3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 with National Stock Exchange Limited and BSE Limited - Voting results**

Dear Sir,

Pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of the Listing Agreement, this is to inform you that the members of the company at the Annual General Meeting held on 5<sup>th</sup> August, 2016 transacted the following business:

Sr. No.	Description	Particulars			
1	Date of the AGM	5 <sup>th</sup> August, 2016			
2	Book - Closure Date	20 <sup>th</sup> July, 2016 to 27 <sup>th</sup> July, 2016 (both days inclusive)			
3	Total no. of shareholders on record date	14676			
4	No. of Shareholders present in the meeting either in person or through proxy or through Authorised Representative				
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Authorised Representative</b>	<b>Total</b>
	Promoters and Group	3	2	0	5
	Public	34	9	0	43
	<b>Total</b>	<b>37</b>	<b>11</b>	<b>0</b>	<b>48</b>
5	No. of Shareholders attending Meeting through Video Conferencing - Not arranged Promoters and Promoter Group Public				
6	Agenda wise voting results for e-voting and voting at the AGM (Poll)	As enclosed			

Also attaching herewith Report of Scrutinizer dated 5<sup>th</sup> August, 2016 received from Mr. Shivaram Bhat, Practicing Company Secretary.

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For SMARTLINK NETWORK SYSTEMS LIMITED

  
**URJITA DAMLE**  
COMPANY SECRETARY

Smartlink Network Systems Ltd.

**Agenda wise voting results for e-voting and voting at the AGM (Poll)**

Resolution ID	Resolution Details	Category	Shares held (1)	Votes Polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - In favor (4)	No. votes - against (5)	% of votes in favor on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	Ordinary resolution to receive, consider and adopt the Financial Statement of the Company for the year ended 31st March 2016 including audited Balance sheet for the year ended 31st March, 2016 and the Statement of profit & loss account for the year ended on that date and the report of Board of Directors and Auditor thereon	Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321	0	0	0	0	0	0
		Public - Others	6120294	142509	2.33	142509	0	100	0
		<b>Total</b>	<b>22550000</b>	<b>16535894</b>	<b>73.33</b>	<b>16535894</b>	<b>0</b>	<b>100</b>	<b>0</b>
		Promoter Group	16393385	0	0.00	0	0	0	0
2	Ordinary Resolution to appoint a director in place of M/s. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible offers for reappointment	Public - Institutional holders	36321	0	0	0	0	0	0
		Public - Others	6120294	142509	2.33	142509	0	100	0
		<b>Total</b>	<b>22550000</b>	<b>142509</b>	<b>0.63</b>	<b>142509</b>	<b>0</b>	<b>100</b>	<b>0</b>
		Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321	0	0	0	0	0	0
3	Ordinary Resolution to ratify appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountant, Registration no 117366WW-100018 as Statutory Auditors of the Company and fix their remuneration	Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321	0	0	0	0	0	0
		Public - Others	6120294	142509	2.33	142509	0	100	0
		<b>Total</b>	<b>22550000</b>	<b>16535894</b>	<b>73.33</b>	<b>16535894</b>	<b>0</b>	<b>100</b>	<b>0</b>
		Promoter Group	16393385	16393385	100.00	16393385	0	100	0
4	Ordinary Resolution to consider and approve the Appointment of Mr. Pradeep Rane (holding DIN 01446215) as an Independent Director of the Company.	Public - Institutional holders	36321	0	0	0	0	0	0
		Public - Others	6120294	142509	2.33	142509	0	100	0
		<b>Total</b>	<b>22550000</b>	<b>16535894</b>	<b>73.33</b>	<b>16535894</b>	<b>0</b>	<b>100</b>	<b>0</b>
		Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321	0	0	0	0	0	0

5	Ordinary Resolution to consider and approve the Appointment of Mr. Jangoo Dalal (holding DIN 016838C3) as an Independent Director of the Company.	Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321		0		0		0
		Public - Others	6120294	112509	1.84	112509	0	100	0
		Total	22550000	16505894	73.20	16505894	0	100	0
		Promoter Group	16393385	0	0.00	0	0	0	0
6	Ordinary Resolution to consider and approve Re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company.	Public - Institutional holders	36321		0		0	0	0
		Public - Others	6120294	142509	2.33	142509	0	100	0
		Total	22550000	142509	0.63	142509	0	100	0
		Promoter Group	16393385	16393385	100.00	16393385	0	100	0
		Public - Institutional holders	36321	0	0	0	0	0	0
7	Ordinary Business to consider and approve fixing of the remuneration payable to the Non-Executive Directors of the Company.	Public - Institutional holders	6120294	127602	2.08	127602	0	100	0
		Total	22550000	16520987	73.26	16520987	0	100	0

**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

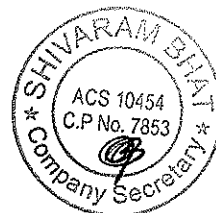
Chairman, Annual General Meeting of the Equity Shareholders  
of SMARTLINK NETWORK SYSTEMS LIMITED

Held on Friday, 5<sup>th</sup> day of August, 2016 at 11.00 a.m.  
at L-7, Verna Industrial Estate,  
Verna, Salcete, Goa-403722.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting and Postal Ballot) on the below mentioned resolution(s), at the Twenty Third Annual General Meeting of the Equity Shareholders of SMARTLINK NETWORK SYSTEMS LIMITED, held on Friday, 5<sup>th</sup> day of August, 2016 at 11.00 a.m. at the registered office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa-403722, submit my report as under:


1. The Company has completed on 4<sup>th</sup> July, 2016 the dispatch of postal ballot forms (together with Annual Report) and postage prepaid business reply envelope to its Members.




**Shivaram Bhat**  
**Company Secretary**

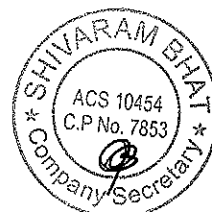
---

2. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Computershare Private Limited ('Karvy') e-voting facility.
3. The e-voting remained open for the period commencing from Monday, 1<sup>st</sup> August, 2016, 10:00 A.M to Thursday, 4<sup>th</sup> August, 2016, 05:00 P.M.
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 my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
6. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

  
Siddhi Salkar

  
Shraddha Prabhukhanolkar

7. The votes cast by the shareholders through the e-voting facility were scrutinized.
8. All postal ballot forms received upto 5.00 P.M. on 4<sup>th</sup> August, 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny and were duly opened in my presence and scrutinized.
9. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



**Shivaram Bhat**  
**Company Secretary**

10. The result of the voting is as under:

**Item No. 1**

To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March 2016 including audited Balance sheet for the year ended 31st March, 2016 and the Statement of profit & loss account for the year ended on that date and the report of Board of Directors and Auditor thereon.

(i) Voted in favour of the resolution:

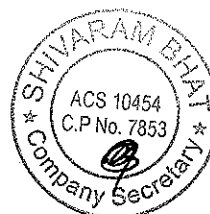
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
44	4	2	1,65,35,028	640	226	100

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

---

**Item No. 2**

To appoint a director in place of Ms. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible offers for reappointment

**(i) Voted in favour of the resolution:**

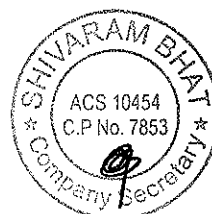
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
39	4	2	1,41,643	640	226	100

**(ii) Voted against the resolution:**

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

---

**Item No. 3**

To ratify appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountant, Registration no 117366W/W-100018 as Statutory Auditors of the Company and fix their remuneration

**(i) Voted in favour of the resolution:**

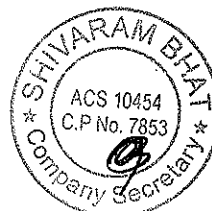
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
44	4	2	1,65,35,028	640	226	100

**(ii) Voted against the resolution:**

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161





**Shivaram Bhat**  
**Company Secretary**

---

**Item No. 4**

To consider and approve the Appointment of Mr. Pradeep Rane (holding DIN 01446215) as an Independent Director of the Company.

**(i) Voted in favour of the resolution:**

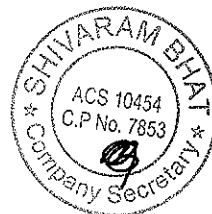
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
44	4	2	1,65,35,028	640	226	100

**(ii) Voted against the resolution:**

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

---

**Item No. 5**

To consider and approve the Appointment of Mr. Jangoo Dalal (holding DIN 01683803) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

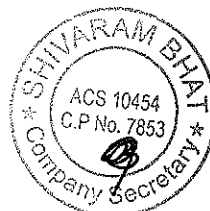
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
43	4	2	1,65,05,028	640	226	100

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

---

**Item No. 6**

To consider and approve Re-appointment of Mr. K. R. Naik as an Executive Chairman of the Company.

(i) Voted in favour of the resolution:

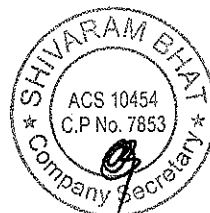
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
39	4	2	1,41,643	640	226	100

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

**Item No. 7**

To consider and approve fixing of the remuneration payable to the Non-Executive Directors of the Company

(i) Voted in favour of the resolution:

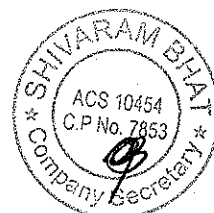
Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
43	4	2	1,65,20,121	640	226	100

(ii) Voted against the resolution:

Number of members voting			Number of votes cast by them			% of total number of valid votes cast
Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	Those present in person or by proxy at AGM	Through Postal Ballot	Through E-voting	
0	0	0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	161



**Shivaram Bhat**  
**Company Secretary**

---

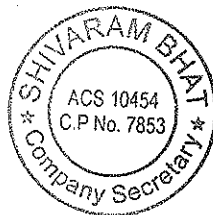
11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and those whose votes were declared invalid for each resolution is enclosed.
12. The poll papers, postal ballot forms and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
13. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,

Place: Verna, Goa.

Dated: August 5, 2016



A handwritten signature in black ink, appearing to be "Shivaram Bhat", written over a horizontal line.

---

**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

*Accepted*  
*[Signature]*