

28th August, 2017

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

Sub: Submission of minutes/proceedings of the Annual General Meeting of Smartlink Network Systems Limited as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed please find the minutes/proceedings of the 24th Annual General Meeting of the Company held on Saturday the 12th day of August, 2017 at the Registered office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722.

Request you to kindly take the same on records and acknowledge the receipt.

Thanking You.

Yours Faithfully,

For SMARTLINK NETWORK SYSTEMS LIMITED



URJITA DAMLE
COMPANY SECRETARY

SMARTLINK NETWORK SYSTEMS LTD.

Corporate Office : SMARTLINK House, Plot No. 5, Bandra-Kurla Complex Road, Off CST Road, Santacruz (E),
Mumbai - 400 098, India | Land Phone: +91 22 3061 6666 / 2652 6696 | Fax: +91 22 2652 8914

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

CIN : L30007GA1993PLC001341

HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SMARTLINK NETWORK SYSTEMS LIMITED HELD ON SATURDAY, THE 12TH DAY OF AUGUST, 2017 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT L-7, VERNA INDUSTRIAL ESTATE, VERNA, SALCETE, GOA - 403722

A. Director's present

- | | | |
|------------------------|---|--|
| 1. Mr. K. R. Naik | - | Executive Chairman |
| 2. Mr. K. M. Gaonkar | - | Director (Chairman of Nomination and Remuneration Committee) |
| 3. Mr. Pankaj Baliga | - | Director (Chairman of Audit Committee & Stakeholders Relationship Committee) |
| 4. Mr. Jango Dalal | - | Director |
| 5. Ms. Arati Naik | - | Director |
| 6. Mr. Bhanubhai Patel | - | Director (Chairman of Corporate Social Responsibility Committee) |
| 7. Mr. Pradeep Pande | - | Director |

B. In Attendance:

- | | | |
|---------------------|---|-------------------|
| 1. Ms. Urjita Damle | - | Company Secretary |
|---------------------|---|-------------------|

C. By Invitation:

- | | | |
|----------------------|---|-------------------------|
| 1. Shri. K.G. Prabhu | - | Chief Financial Officer |
|----------------------|---|-------------------------|

D. representatives of Statutory Auditor

- | | | |
|------------------------|---|--|
| 1. Mr. Abhay Fadte | - | |
| 2. Mrs. Rowena Dalgado | - | |

E. 36 Shareholders were present in person

G. 10 Shareholders were present in Proxy

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

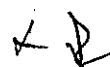
Mr. K. R. Naik, Executive Chairman took the chair.

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

The Chairman welcomed the Members to the 24th Annual General Meeting. The Chairman also informed that, the company received total 10 proxies representing 25,72,884 Equity Shares. He also informed that the proxies considered are those received upto 11:00 a.m. on 10th August, 2017 i.e. 48 hours before this meeting.

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 Chairman in his speech briefed the members about the performance of the Company during the last financial year and the way forward.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

With the permission of the Members, the Notice convening the Annual General Meeting, Auditors Report and the Annual Report which was already circulated was taken as read with the permission of the Shareholders.

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

Company Secretary informed the Shareholders that as per Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rule, 2014 a Poll process has to be conducted in respect of all the resolutions proposed hence the voting for all the resolutions proposed. After all the resolutions are proposed and seconded; shareholders are requested to cast their votes which shall be taken by way of a Poll. She also informed that the ballots have already been given at the reception while marking attendance. Members attending the meeting in person, but not through proxy, were given an opportunity to express their views on the items on the agenda and ask questions or seek clarification after all the resolutions were proposed and seconded.

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.

ITEM NO. 1: ADOPTION OF ACCOUNTS

The Chairman placed before the members the Audited Standalone and Consolidated Annual Accounts together with the schedules and other relevant information consisting of Statement of Profit and Loss for the year ended 31st March, 2017 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. Vikesh Prabhu proposed the following resolution to be passed as an ordinary resolution:

"RESOLVED THAT the audited Standalone and Consolidated financial statements of the Company including the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

The above resolution was seconded by Mr. Vikas Borkar.

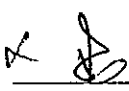
The next item on the agenda was taken up by the Chairman.

ITEM NO. 2: DECLARATION OF DIVIDEND

The matter concerning declaration of dividend for the year ended 31st March, 2017 was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Suraj Borkar proposed the following resolution be passed as an ordinary resolution.

"RESOLVED THAT as recommended by Board of Directors a dividend of Rs. 2/- per Equity Share for the financial year ended 31st March, 2017 be and is hereby declared and distributed amongst the Equity Shareholders whose names appears in the Register of Members of the Company as on date of book closure."

The above resolution was seconded by Mr. Sreenivas Raneti.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The Chairman being an interested Director in next item to the agenda vacated the chair and requested Mr. K. M. Gaonkar to chair the meeting. Mr. K. M. Gaonkar took over and placed before the Members the matter concerning reappointment of Mr. K. R. Naik for their consideration and approval.

ITEM NO. 3: RE-APPOINTMENT OF MR. K. R. NAIK

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 Mr. K. R. Naik, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

The above resolution was seconded by Mr. Prashant Nayak.

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

The next item on the agenda was taken up by the Chairman.

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITORS

The Chairman placed before the Members the matter concerning appointment of Sharp & Tannan, Chartered Accountants for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vikesh Prabhu proposed the following resolution to be passed as an ordinary resolution:

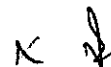
"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, pursuant to the proposal of the Audit committee and on recommendation of the Board, Sharp & Tannan, Chartered Accountants (registration number 127145W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five (5) years commencing from the conclusion of this Annual General Meeting (24th AGM) till the conclusion of Twenty Ninth Annual General Meeting of the Company (29th AGM) (subject to ratification of their appointment at every AGM if so required under the Act) on a remuneration and out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

The above resolution was seconded by Mr. Manoj Naik.

Since all the items to the notice were proposed and seconded; the Chairman invited queries from the members. There were no queries from 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, 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.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Ms. Urjita Damle, Company Secretary informed all the members present at the meeting that the Company had an electronic voting from 8th August to 11th August, 2017. Shareholders who had not participated in the electronic voting and were present at the AGM will get an opportunity to cast their votes by poll.

She also informed that the Ballot Papers had already been provided at the registration counter. She further informed to fill in the Ballot Papers by marking their assent or dissent for the resolutions, enter the date and place, sign at the appropriate place and deposit the same in the Ballot Box which was be placed on the table. She also informed that in case they have any difficulty, please feel free to ask her or any of our secretarial staff who were present for the meeting. She also informed that incomplete Ballot Papers will be considered as Invalid.

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

VOTE OF THANKS:

The meeting concluded at 12.30 p.m. with a vote of thanks by Ms. Urjita Damle, Company Secretary to the Directors, Scrutinizer, Auditors 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 12th August, 2017.

The brief report on e-voting and voting at the AGM (Poll) and summary of the Scrutiniser's report is given below:

1. The Company ha extended the facility of e-voting to the shareholders by tying up with Karvy Computershare Private Limited ('Karvy') e-voting facility.
2. The e-voting remained open for the period commencing from Tuesday, 8th August, 2017, 10:00 A.M to Friday, 11th August, 2017, 05:00 P.M.
3. 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 Scrutinizer's presence with due identification marks placed by him.
4. Using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting was unblocked and were scrutinized in presence of two witnesses Ms. Pooja Alornekar and Ms. Stancy Dias who were not in the employment of the company.
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 the authorizations / proxies lodged with the Company.
6. The poll papers which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.

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

K J

CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

Item No.	Voted in favour of the resolution					Voted against the resolution					Invalid votes	
	Number of members voting		Number of votes cast by them		% of total number of valid votes cast	Number of members voting		Number of votes cast by them		% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
	Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting		Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting			
1	30	13	16600192	2125	100	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	30	13	16600192	2125	100	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	28	12	4860363	2095	99.99	NIL	1	NIL	30	0.001	NIL	NIL
4	30	13	16600192	2125	100	NIL	NIL	NIL	NIL	NIL	NIL	NIL

For SMARTLINK NETWORK SYSTEMS LIMITED

K. R. NAIK
K. R. NAIK
EXECUTIVE CHAIRMAN
 DIN: 00002013
 Date: 14th August, 2017
 Place: Verna - Goa