

16th April, 2018

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 Proceedings of Postal Ballot of Smartlink Network Systems Limited as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir,

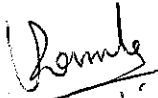
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed please find certified true copy of the proceedings / minutes of the Postal Ballot of the Company concluded on Thursday the 05th day of April, 2018 at the Corporate Office of the Company at 215 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 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



DIGISOL

SYNEGRA

TELESMA

POSTAL BALLOT / E-VOTING PROCEEDINGS / MINUTES OF SMARTLINK NETWORK SYSTEMS LIMITED DECLARED ON THURSDAY, THE 05TH DAY OF APRIL, 2018 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 215 ATRIUM, 2ND FLOOR, ANDHERI KURLA ROAD, ANDHERI EAST, MUMBAI – 400 059

PRESENT:

1. Mr. K. R. Naik - Executive Chairman

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 22nd February, 2018 to obtain members consent through Postal Ballot / E-voting on the following Special Resolutions:

1. Change in Name of the Company
2. Alteration in the Object Clause of the Memorandum of Association:
3. Alteration in the Memorandum of Association of the Company as per the Format of the Companies Act, 2013

The Board in its meeting held on 22nd February, 2018 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 Computershare 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 Auditors, Stock Exchanges etc through post / emails.

Intimation about completion of dispatched of postal ballot, e-voting forms was intimated to members by way of publication in the advertisements in newspaper viz "Financial Express" (English all edition) and "Pudhari" on 6th March, 2018.

After due scrutiny of all postal ballot forms / e-voting received till the business hours on Wednesday, the 04th day of April, 2018 (being a last date fixed for receipts of duly filled postal ballot forms) the Scrutinizer submitted his final report on Thursday, the 05th day of April, 2018 to Mr. K. R. Naik, Executive Chairman of the company and the results of the postal ballot has been declared on Thursday, the 05th day of April, 2018 at the Corporate office of the Company.

The results of the postal ballot / e-voting have been intimated to Stock Exchnages within 48 hours on the declaration of results and have also been placed on the website of the Company i.e. www.smartlink.co.in.

Mr. K. R. Naik, Executive Chairman announced following results of postal ballot / e-voting:

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



SPECIAL RESOLUTIONS:

1. CHANGE IN NAME OF THE COMPANY

As per the Scrutinizer's Report, the results of the Postal Ballot for Item 1. Of the Notice are 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	31	16,848,220	25	4,203	56	16,852,423	99.99
Voted Against	2	110	1	200	3	310	0.01
Invalid	0	-	-	-	-	-	-

Accordingly on the basis of the Scrutinizer's Report Mr. K. R. Naik, Executive Chairman of the Company; has declared the special Resolution as set out in the Postal Ballot notice dated 22nd February, 2018 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 pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporations) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other approvals from regulatory authorities as may be necessary, consent of the Shareholders of the Company be and is hereby accorded for changing the name of the Company from “SMARTLINK NETWORK SYSTEMS LIMITED” to “SMARTLINK HOLDINGS LIMITED” or any other name as made available by the regulatory authorities whether under the Companies Act, 2013 or any other rules, laws, acts, statutes and regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the name clause being clause “I” in the Memorandum of Association of the Company be altered accordingly with the new name as per the fresh Certificate of Incorporation.

RESOLVED FURTHER THAT subject to the above, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company as per the fresh Certificate of Incorporation.

RESOLVED FURTHER THAT Mr. K. R. Naik, Executive Chairman , Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary of the Company be and are hereby authorized severally to do and perform or cause to be done and perform all such acts, deeds matters

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

and things as may be required and deemed necessary and incidental thereto including signing and filing of all eforms and other documents with any statutory / regulatory authorities and to settle and finalize all issues that may arise in this regards to give effect to the above resolution.”

2. ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

As per the Scrutinizer’s Report, the results of the Postal Ballot for Item 2. of the Notice are 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	31	16,848,520	25	4,085	56	16,852,605	99.99
Voted Against	1	10	2	343	3	353	0.01
Invalid	0	-	-	-	-	-	-

Accordingly on the basis of the Scrutinizer’s Report Mr. K. R. Naik, Executive Chairman of the Company; has declared the special Resolution as set out in the Postal Ballot notice dated 22nd February, 2018 has been passed by the members which is as reproduced below:

Special Resolution approved by the members through postal ballot for Alteration in the object clause of the Memorandum of Association is as under:

“**RESOLVED THAT** in accordance with provisions of Sections 13 of the Companies Act, 2013 or any amendment thereto or modification thereof, the consent of the members be and is hereby accorded, to delete the current Clause III (A) (1) of the Memorandum of Association of the Company and replace it with a new clause III (A) (1) as below:

1. To invest in, acquire, purchase, hold, sell, dispose of or otherwise
 - 1A. To deal in all types of shares, stocks, debentures, bonds, units of mutual funds, negotiable instruments, commercial paper, certificates of deposits, futures and derivative instruments, securities of any Company, government, public body or authority, municipal and local bodies, whether in India or abroad and to form, incorporate or promote, sell or otherwise dispose-off any company or companies, whether in India or elsewhere; and
 - 1B. To develop, construct, manage, lease, turn to account & deal in real estate and property of all kinds and in particular land, buildings, hereditaments and other property in India or elsewhere any right or interest in real or personal property and any claims against such property or against any persons or company and as regards land to develop the resources thereof any improving and civil constructions of commercial and residential building and to carry on business as builders contractors estate agents and estate managers.

RESOLVED FURTHER THAT Mr. K. R. Naik, Executive Chairman, Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary of the Company be and are hereby **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

authorized severally to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the aforesaid resolutions including agreeing to any change to the aforesaid clause of the Memorandum of Association of the Company, as may be directed by the Registrar of Companies or any other regulatory / statutory authority.”

3. ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE FORMAT OF THE COMPANIES ACT, 2013

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	31	16,848,520	24	4,060	55	1,68,52,580	99.99
Voted Against	1	10	2	343	3	353	0.01
Invalid	0	-	-	-	-	-	-

Accordingly on the basis of the Scrutinizer’s Report Mr. K. R. Naik, Executive Chairman of the Company; has declared the special Resolution as set out in the Postal Ballot notice dated 22nd February, 2018 has been passed by the members which is as reproduced below:

Special Resolution approved by the members through postal ballot for Alteration in the Memorandum of Association of the Company as per the format of the Companies Act, 2013 as under:

“**RESOLVED THAT** pursuant to Section 4 & 13 of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time), and subject to the necessary approvals of the statutory authorities, if any, required in this behalf, the approval of the shareholders be and is hereby accorded for alteration in the Memorandum of Association of the Company by deleting Clause III (C) – “Other Objects” completely and consequently there shall be no other objects.

RESOLVED FURTHER THAT in accordance with provision of the Companies Act, 2013, the heading of clause III (A) and III (B) of the Memorandum of Association of the Company be renamed as under:

Clause III(A) – “The object to be pursued by the Company on its incorporation are:”

Clause III (B) – “Matters which are necessary for furtherance of the objects specified in clause III (A) are:”

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

RESOLVED FURTHER THAT the existing clause IV i.e. "The Liabilities of members is limited" be replaced by new clause i.e. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the existing clause V be amended by deleting the existing words "with the power to the Company to increase or reduce such capital and to issue any part of its capital original or increased with or without any preference, priority or special privilege or subject to postponement of rights or to any condition or restrictions and so that unless the conditions of issue otherwise expressly declared, any issue of shares whether declared to be preference or otherwise shall be subject to power, herein before contained as may be permitted by the Companies Act, 1956."

RESOLVED FURTHER THAT the 'Companies Act, 1956' be replaced with the 'Companies Act, 2013' wherever it appears in the Memorandum of Association.

RESOLVED FURTHER THAT Mr. K. R. Naik, Executive Chairman, Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and undertakes any changes, if any required, by any authority in the Memorandum of Association as may be considered necessary and appropriate to give effect to the above resolution."

Sd/-

K. R. NAIK
EXECUTIVE CHAIRMAN

DIN: 00002013

Date of Entry: 12th April, 2018

Date of Signing: 12th April, 2018

Place: Mumbai

CERTIFIED TRUE COPY
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