

18th May, 2018

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 of the Extraordinary General Meeting of the Company held on 4th May, 2018

Dear Sir

Attaching herewith the proceedings/minutes of the Extraordinary General Meeting of the Members of the Company held on 4th May, 2018 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)

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EXTRACT OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SMARTLINK HOLDINGS LIMITED (FORMERLY KNOWN AS SMARTLINK NETWORK SYSTEMS LIMITED) HELD ON FRIDAY, THE 4TH DAY OF MAY, 2018 AT 11:00 A.M. AT ITS REGISTERED OFFICE, L-7, VERNA INDUSTRIAL ESTATE, VERNA, SALCETE GOA 403722

A. The Following Directors were present:

1. Mr. K. R. Naik – Executive Chairman
2. Mr. K. M. Gaonkar – Director
3. Mr. Pankaj Baliga – Director

B. In Attendance

1. Mr. K. G. Prabhu – Chief Financial Officer
2. Ms. Urjita Damle – Company Secretary

C. 34 Members were present in person

D. 7 Members were present in proxy

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

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 Extraordinary General Meeting. He informed the members that registers and books required under Companies Act, 2013 have been placed on the table and shall remain open and available for inspection during the meeting. The Chairman also informed that, the Company received total 7 proxies representing 50,51,541 Equity Shares.

Mr. K. R. Naik being an interested party to the item of the Notice, requested Mr. K. M. Gaonkar to chair the meeting.

Mr. K. M. Gaonkar took the Chair.

With the permission of the Members, the Notice of the meeting was taken as read.

The meeting thereafter proceeded to transact the scheduled business as per the agenda of the meeting.

Item 1: Buyback of Equity Shares of the Company

The matter concerning buyback of equity Shares of the Company was placed before the Members for their consideration and approval. In this regards the resolution was put forward by the Chairman and accordingly, Mr. Rakesh Rao proposed the following



resolution to be passed as a Special Resolution.

“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 (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (the “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, 1998 (the “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 Exchange Board of India (“SEBI”), Registrar of Companies, Goa (the “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 members 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”), from the members of the Company , for an amount not exceeding Rs. 67,20,00,000/- (Rupees Sixty Seven Crores Twenty Lakhs only), 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 (hereinafter referred to as the “Buyback Offer Size”), 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 March 31, 2017. The Buyback Offer will comprise purchase of equity shares not exceeding 56,00,000, aggregating to 24.83% of the paid-up equity capital of the Company at a price of Rs. 120/- (Rupees One Hundred Twenty Only) per equity share on a proportionate basis through the “Tender Offer” route (hereinafter referred to as the “Buyback”), in accordance and in consonance with the provisions contained in the Buyback Regulations, the Act and the Management Rules.

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 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 members 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 law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular



CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.


RESOLVED FURTHER THAT the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members 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 there under, Income Tax Act, 1961 and rules and regulations framed there under, if any.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any 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 authorized 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, entitlement ratio, the timeframe for completion of 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 the 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 the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, 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 the SEBI, RBI, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time;

RESOLVED FURTHER THAT the Board of Directors (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 members 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 the SEBI, Reserve Bank of India, 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 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 members 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.

The above resolution was seconded by Mr. Anish Lotlikar.

The Chairman invited queries from the Members. There were no queries from the Members with regards to the item to the notice.

The Chairman announced to proceed for the Poll and appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer. He also made a mention to the members that he is a shareholder of the Company and an independent professional but not in employment of the Company

The poll process was concluded.

VOTE OF THANKS:

The meeting concluded at 11.45 a.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 4th May, 2018.



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

Category	Mode of Voting	No. Of Shares held	No. Of Shares polled	% of votes polled on outstanding shares	No. Of votes in favour	No. Of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	16786815	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		16786815	0	0	0	0	0
Public - Institutional holders	E-Voting	27730	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		27730	0	0	0	0	0
Public - Others	E-Voting	5735455	35198	0.61	34448	750	97.87	2.13
	Poll		53292	0.93	53292	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		5735455	88490	1.54	87740	750	99.15
Total		22550000	88490	0.39	87740	750	99.15	0.85

For SMARTLINK HOLDINGS LIMITED



URJITA DAMLE
COMPANY SECRETARY