

July 6, 2018

✓ **The Secretary**

**BSE Limited**

P J Towers

Dalal Street

Mumbai 400 001

**The Secretary**

**The National Stock Exchange of India Limited**

Exchange Plaza

Plot no. C/1, G Block

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051

Dear Sir/Madam,

**Sub: Buyback of 56,00,000 equity shares of INR 2/- each ("Share") of Smartlink Holdings Limited ("Company") at a price of INR 120/- per Share under tender offer route ("Buyback")**

We would like to inform you that Smartlink Holdings Limited has issued a post buyback public announcement for the Buyback ("**Post Buyback Public Announcement**") of its equity shares through tender offer route. The Post Buyback Public Announcement has been published on July 6, 2018 in the following newspapers:

- Financial Express (English) (all editions)
- Jansatta (Hindi) (all editions)
- Goa Doot (Marathi) (Panaji edition)

In this regard, please find enclosed a copy of the Post Buyback Public Announcement .

Yours sincerely,

For **Kotak Mahindra Capital Company Limited**



\_\_\_\_\_  
Anup Poddar  
Senior Vice President

Encl.: As above

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

C - 27, "G" Block

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# SMARTLINK HOLDINGS LIMITED

(Formerly known as Smartlink Network Systems Limited)

CIN: L67100GA1993PLC001341

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722;

Tel.: (0832) 288 5400; Fax: (0832) 278 3395

E-mail: Company.Secretary@smartlink.co.in; Website: www.smartlink.co.in

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SMARTLINK HOLDINGS LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated May 4, 2018 published on May 7, 2018 (the "Public Announcement") and the letter of offer dated June 3, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

- 1.1. Smartlink Holdings Limited ("Company") had announced the Buyback of up to 56,00,000 (Fifty Six Lakhs Only) fully paid-up equity shares of face value of ₹ 2/- (Rupees Two Only) each ("Equity Shares") from all the existing shareholders/beneficial owners of Equity Shares holding Equity Shares as on May 18, 2018 ("Record Date"), on a proportionate basis, through the "Tender Offer" route at a price of ₹ 120/- (Rupees One Hundred and Twenty Only) per equity share payable in cash, for an aggregate amount not exceeding ₹ 67,20,00,000/- (Rupees Sixty Seven Crores Twenty Lakhs Only) (the "Buyback Offer Size", and such buyback of shares, the "Buyback"). The Buyback Offer Size is 20.11% and 19.68% of the standalone fully paid-up share capital and free reserves of the Company as per the audited Balance Sheet as at March 31, 2017 and March 31, 2018 respectively.
- 1.2. The Company adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("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.
- 1.3. The tendering period for the Buyback Offer opened on June 13, 2018 and closed on June 26, 2018.

### 2. DETAILS OF BUYBACK:

- 2.1. 56,00,000 (Fifty Six Lakhs Only) Equity Shares were bought back under the Buyback, at a price of ₹ 120/- (Rupees One Hundred and Twenty Only) per Equity Share.
- 2.2. The total amount utilized in the Buyback is ₹ 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.
- 2.3. The Registrar to the Buyback i.e. Karvy Computershare Private Limited ("Registrar"), considered 2,048 valid bids for 70,54,263 (Seventy Lakhs Fifty Four Thousand Two Hundred and Sixty Three only) Equity Shares in response to the Buyback resulting in the subscription of approximately 1.25 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar are as follows:

Category	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Equity Shares Validity Tendered	% Response
Reserved category for Small Shareholders	8,40,000	1,891	7,51,902	89.51
General category for all other Equity Shareholders	47,60,000	157	63,02,361	132.40
<b>Total</b>	<b>56,00,000</b>	<b>2,048</b>	<b>70,54,263</b>	<b>125.97</b>

- 2.4. All valid applications were considered for the purpose of acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection will be dispatched by the Registrar to the eligible Equity Shareholders on or before July 04, 2018.
- 2.5. The settlement of all valid bids was completed by Clearing Corporation, on July 04, 2018. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India /Bank, due to any reason, such funds were transferred to the concerned Seller Broker's settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- 2.6. Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company's demat account on July 04, 2018. The unaccepted demat equity shares were returned to respective Seller Member/custodians by the clearing corporation of BSE Limited on July 04, 2018. The unaccepted physical share certificates will be dispatched to the registered address of the respective eligible Equity Shareholders on or before July 04, 2018.
- 2.7. The extinguishment of 56,00,000 (Fifty Six Lakhs Only) Equity Shares accepted under the Buyback, comprising:
  - (i) 55,99,699 (Fifty Five Lakhs Ninety Nine Thousand Six Hundred and Ninety Nine only) Equity Shares in dematerialized form are currently under process and shall be completed by July 11, 2018.
  - (ii) 301 (Three Hundred One only) Equity Shares in physical form are currently under process and shall be completed by July 11, 2018.

The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- 3.1. The capital structure of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback*		Post Buyback**	
		No. of Shares	Amount (₹ Lacs)	No. of Equity	Amount (₹ Lacs)
1.	Authorised Share Capital	3,50,00,000 Equity Shares of ₹2/- each	700.00	3,50,00,000 Equity Shares of ₹2/- each	700.00
2.	Issued, Subscribed and Paid-Up Share Capital	2,25,50,000 fully paid-up Equity Shares of ₹2/- each	451.00	1,69,50,000 fully paid-up Equity Shares of ₹2/- each	339.00

\* As on Record Date.

\*\* Subject to extinguishment of 56,00,000 (Fifty Six Lakhs) Equity Shares

- 3.2. Details of shareholders from whom Equity Shares exceeding 1 % of the total Equity Shares have been bought back are as under:

Sr. No	Name	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back(%)	Equity Shares accepted as a % of total post buyback Equity Shares(%)
1	KAMALAKSHA RAMA NAIK	30,68,185	54.79	18.10
2	ARATI KAMALAKSHA NAIK	6,02,245	10.75	3.55
3	LAKSHANA AMIT SHARMA	4,44,536	7.94	2.62
4	SUDHA KAMALAKSHA NAIK	3,01,123	5.38	1.78
5	KAMALAKSHA RAMA NAIK	67,183	1.20	0.40

- 3.3. The shareholding pattern of the Company, pre and post Buyback, is as under:

Particulars	Pre Buyback*		Post Buyback**	
	No. of Shares	% to existing Share Capital	No. of Shares post Buyback	% of holding post Buyback
Promoters and persons acting in concert	1,67,86,815	74.44	1,23,03,543	72.59
Foreign Investors (OCBs/ FIIs/NRIs/Non-residents/ Non-domestic companies)	1,19,598	0.53	46,46,457	27.41
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	1,729	0.01		
Public including other Bodies Corporate	56,41,858	25.02		
<b>Total</b>	<b>2,25,50,000</b>	<b>100.00</b>	<b>1,69,50,000</b>	<b>100.00</b>

\* As on Record Date.

\*\* Subject to extinguishment of 56,00,000 (Fifty Six Lakhs) Equity Shares

### 4. MANAGER TO THE BUYBACK

#### KOTAK MAHINDRA CAPITAL COMPANY LIMITED

27 BKC, 1<sup>st</sup> Floor, Plot No. C-27, "G" Block,

Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Tel: +91 22 4336 0128, Fax: +91 22 6713 2447

Contact Person: Mr. Ganesh Rane

Email: project.smartlinkbuyback@kotak.com

SEBI Registration Number: INM000008704



### 5. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of  
**Smartlink Holdings Limited**

Sd/-  
**Kamalaksha Naik**  
DIN: 00002013

Sd/-  
**K. M. Gaonkar**  
DIN: 00002425

Sd/-  
**Urjita Damle**  
Company Secretary &  
Compliance Officer

Place : Mumbai  
Date : July 05, 2018