

22nd August, 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 / Minutes of the Annual General Meeting of the Company held on 7th August, 2018

Dear Sir


Attaching herewith the proceedings/minutes of the Annual General Meeting of the Members of the Company held on 7th August, 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)

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

Corporate Office : 215 Atrium, 2nd Floor, B-Wing, Courtyard Marriott Compound, Andheri-Kurla Road, Andheri (E), Mumbai - 400 093, INDIA

Land Phone : +91 22 3061 6666 / 2652 6696

www.smartlinkholdings.com

MINUTES / PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SMARTLINK HOLDINGS LIMITED (FORMERLY KNOWN AS SMARTLINK NETWORK SYSTEMS LIMITED) HELD ON TUESDAY, THE 07TH DAY OF AUGUST, 2018 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT L-7, VERNA INDUSTRIAL ESTATE, VERNA, SALCETE, GOA - 403722

A. Directors present:

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

B. In Attendance:

- Ms. Urjita Damle - Company Secretary

C. By Invitation:

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

- D.** i. Mr. Darryl Frank - representative of Statutory Auditor
ii. Mr. Vinayak Padwal - representative of Statutory Auditor

E. 33 Shareholders were present in person

F. 7 Shareholders were present in Proxy

The Chairman of Audit Committee, Nomination and remuneration 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.

Chairman welcomed the Members to the 25th Annual General Meeting of the Company. The Chairman also informed that, the company received total 7 proxies representing 2,054,030 Equity Shares and that the proxies considered are those received upto 11:00 a.m. on 5th August, 2018 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 read out the speech and briefed about the performance of the Company during the last financial year and the way forward.

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, 2003 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 to you at the reception while marking your attendance. She also informed that the members attending the meeting in person, but not through proxy, will be 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 Standalone & Consolidated Audited Annual Accounts together with the schedules and other relevant information consisting of Statement of Profit and Loss for the year ended 31st March, 2018 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. Suraj Borker proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT the audited Standalone financial statements of the Company including the balance sheet as at 31st March, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the audited Consolidated financial statements of the Company including the balance sheet as at 31st March, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports Auditors thereon be and are hereby received, considered and adopted.”

The above resolution was seconded by Mr. Basilio Dcosta.

The Chairman being an interested Director in next item to the Notice vacated the chair and requested Mr. K. M. Gaonkar to chair the meeting. Mr. K. M. Gaonkar took the Chair.

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MS. ARATI NAIK (HOLDING DIN 06965985), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

The Chairman placed before the Members the matter concerning reappointment of Ms. Arati Naik for their consideration and approval. Accordingly, Mr. Anish Lotlikar proposed the following resolution to be passed as an ordinary resolution:

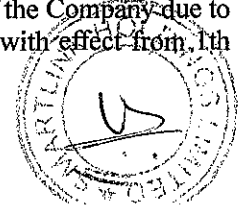
“RESOLVED THAT Ms. Arati Naik (holding DIN 06965985), who retires by rotation and being eligible offers herself for re-appointment be and is hereby appointed as Director of the Company”.

The above resolution was seconded by Mr. Rakesh Rao.

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

ITEM NO. 3: TO APPOINT STATUTORY AUDITORS TO FILL CASUAL VACANCY

The Chairman informed the Members that M/s Sharp & Tannan LLP, Chartered Accountants vide their letter dated 10th May, 2018 had informed their inability to continue as the auditors of the Company due to administrative reasons and they resigned as the statutory auditors of the Company with effect from 11th



May, 2018.

The Chairman further informed that it was proposed to appoint MSKA & Associates, Chartered Accountant bearing registration no.105047W as the Auditors to fill the casual vacancy caused by resignation by existing Auditors.

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 pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), MSKA & Associates, Chartered Accountants (firm registration number 105047W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of Sharp & Tannan LLP, Chartered Accountants (registration number 127145W).

RESOLVED FURTHER THAT MSKA & Associates, Chartered Accountants (firm registration number 105047W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 11th May, 2018, until the conclusion of this Annual General Meeting (25th) of the Company, at such remuneration plus applicable taxes, 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. Kalpak Arware.

ITEM NO. 4: TO APPOINT STATUTORY AUDITORS OF THE COMPANY

The Chairman briefed the details of the new auditors to the members for their information. Further he informed that MSKA & Associates is a leading Chartered Accountancy firm in India having international reach. They have a strong presence in India with offices located at Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi, Gurgaon, Kochi, Pune and is now in Goa. The Firm has ability to service clients in multiple sectors including Information Technology and ITES. The Firm has 30 partner/directors and 400+audit and assurance professionals.

In this respect a resolution was put forward by the Chairman and accordingly Mr. Rakesh Rao proposed the following resolution to be passed as an ordinary resolution

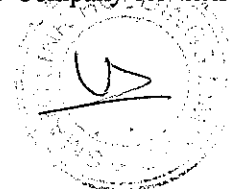
“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and pursuant to recommendation of Audit Committee and Board, MSKA & Associates, Chartered Accountants (firm registration number 105047W) be and are 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 (25th) till the conclusion of thirtieth Annual General Meeting of the Company (30th) at such 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. Jickson Rodrigues

The Chairman being an interested Director in the next item to the Notice; vacated the chair and requested Mr. K. M. Gaonkar to take the chair.

ITEM NO. 5: TO APPROVE CONTINUATION OF HOLDING OF OFFICE BY MR. K. R. NAIK AS EXECUTIVE CHAIRMAN OF THE COMPANY

Mr. K. M. Gaonkar chaired the meeting and placed before the Members the matter concerning approving continuation of holding of office by Mr. K. R. Naik as Executive Chairman of the Company for their consideration and approval.



In this respect a resolution was put forward by the Chairman and accordingly, Mr. Sreenivas Renati proposed the following resolution to be passed as a special resolution:

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby granted for continuation of holding of office of Executive Chairman (Deemed to be a Managing Director under Section 196 of the Act) by Mr. K. R. Naik (DIN 00002013) who has attained the age of 70 (Seventy) years in November, 2017 upto the expiry of his present term of appointment, on the existing terms and conditions approved by the shareholders by way of a Special resolution passed at the Annual General Meeting held on 05th August, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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.

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

Urjita Damle, Company Secretary informed all the members presented in the meeting that we had an electronic voting from 3rd August to 6th August, 2018. Shareholders who had not participated in the electronic voting and were present here will get an opportunity to cast their votes by poll. She also informed that the Ballot Papers had already been provided to the members 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 placed on the table. She also informed that incomplete Ballot Papers will be considered as Invalid. Members were requested to cast their vote by marking on the ballot appropriately and put the ballots into the box.

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

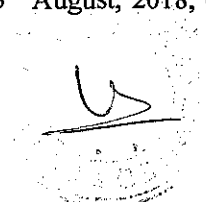
VOTE OF THANKS:

The meeting concluded at 12.30 P.M. with a vote of thanks by Ms. Urjita Damle, Company Secretary to the Directors, Scrutinizer 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 7th August, 2018.

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 has extended the facility of e-voting to the shareholders by tying up with the Karvy Computershare Private Limited (‘Karvy’) e-voting facility.
2. The e-voting remained open for the period commencing from Friday, 3rd August, 2018, 09:00 A.M to Monday, 6th August, 2018, 05:00 P.M.



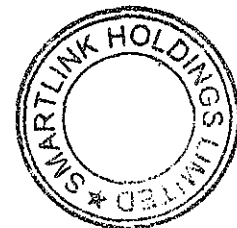
3. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting were unblocked and scrutinized in presence of two witnesses Ms. Rachana Nagvenkar and Ms. Shraddha Prabhukhanolkar who were not in the employment of the company.
4. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in Scrutinizers presence with due identification marks placed by him.
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 authorizations / proxies lodged with the Company.
6. The poll papers which were incomplete and/or which were otherwise found defective were as invalid and kept separately.

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

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	29	5	12327692	1551	100	NIL	NIL	NIL	NIL	NIL	3	9791
2	24	5	29255	1551	100	NIL	NIL	NIL	NIL	NIL	3	9791
3	29	5	12327692	1551	100	NIL	NIL	NIL	NIL	NIL	3	9791
4	29	5	12327692	1551	100	NIL	NIL	NIL	NIL	NIL	3	9791
5	24	5	29255	1551	100	NIL	NIL	NIL	NIL	NIL	3	9791

For SMARTLINK HOLDINGS LIMITED

K. R. NAIK
EXECUTIVE CHAIRMAN
 DIN: 00002013
 Date: 14th August, 2018
 Place: Verna - Goa



CERTIFIED TRUE COPY

For SMARTLINK HOLDINGS LIMITED

Urjita Damle
URJITA DAMLE
 COMPANY SECRETARY