

14<sup>th</sup> April, 2016

To,  
The Manager,  
Listing Department,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

To,  
The Manager,  
Listing Department,  
BSE Limited  
P. J. Tower, Dalal Street, Fort,  
Mumbai - 400001

**NSE Symbol: SMARTLINK**

**BSE Security Code No.: 532419**

**Sub: Submission of Result of Postal Ballot pursuant to clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct postal ballot process to seek the consent of the Members of the Company for the Special Resolution as specified in the Postal Ballot Notice dated 29<sup>th</sup> February, 2016.

The Company had availed the e-voting services of Karvy Computershare Private Limited (“Karvy”).

Further, pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to clause 44 of the SEBI (Listing Obligations and Disclosure Requirements), Mr. Shivaram Bhat, Practicing Company Secretary (Certificate of Practice No. 7853) or failing him Ms. Shubhangi Baichwal, Practicing Company Secretary (Certificate of Practice No. 11016) was appointed as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The last date for receipt of the Postal Ballot Forms duly completed from the Members/E-voting was Wednesday, 13<sup>th</sup> April, 2016

The Scrutinizer has submitted his report dated 14<sup>th</sup> April, 2016, to Mr. K. M. Gaonkar, a Director of the Company (the “Director”) duly Authorised by the Executive Chairman for declaring the results, and the results of the Postal Ballot has been declared today i.e., Thursday, 14<sup>th</sup> April, 2016 at the Corporate Office of the Company.



**Smartlink Network Systems Ltd.**

CORPORATE OFFICE : Plot No. 5, Kurla Bandra Complex Road, Santacruz (E), Mumbai - 400 098. India. • Tel.: +91 22 3061 6666 / 2652 6696 • Fax: +91 22 2652 8914  
[www.smartlink.co.in](http://www.smartlink.co.in)

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Computing Solutions

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Services Solutions

As per the Scrutinizer's Report, the result of the Postal Ballot is summarized hereunder:

Date of declaration of Postal Ballot Result	<b>14<sup>th</sup> April, 2016</b>		
Total number of Shareholders on record date (4 <sup>th</sup> March, 2016)	<b>15534</b>		
Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Result
Approval of Shareholders for buy-back of Equity Shares, under Section 68 of the Companies Act, 2013	<b>Special Resolution</b>	<b>Postal Ballot/ E-voting</b>	<b>Passed</b>

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	28	71,725	76	1,39,937	104	2,11,662	92.41
Voted Against	5	15,075	8	2307	13	17,382	7.59
Invalid	-	-	3	300	3	300	0

Accordingly, the Director of the Company has declared the Special Resolution as set out in the Notice dated 29<sup>th</sup> February 2016, has been passed by the Members with requisite majority.

A copy of Scrutinizer's Consolidated Report and Details of Voting Results as per regulation 44 (3) is enclosed herewith for your records.

Thanking you,

Yours truly,  
for Smartlink Network Systems Limited



**Urjita Damle**  
Company Secretary

Encl.: Consolidated Report of the Scrutinizer

**DETAILS OF VOTING RESULTS**  
**AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of Declaration of Voting Result of Postal Ballot	14-Apr-16
Total number of shareholders as on cut off Date	4-Mar-16
Total number of shareholders as on cut off Date	15534
Number of Shareholders who casted their votes	120

Resolution required	Ordinary/Special
Summary of Resolution	Approval of Shareholders for buy-back of Equity Shares, under Section 68 of the Companies Act, 2013
Whether Promoter/Promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. Of Shares held	No. Of Shares polled	(1)	(2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. Of votes in favour	(4)	No. Of votes against	(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	22350576	0	0	0	0	0	0	0	0	100	0
	Poll	N.A	N.A	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	22350576	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>22350576</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Institutional holders	E- Voting	55741	0	0	0	0	0	0	0	0	0	0
	Poll	N.A	N.A	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	55741	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>55741</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Others	E- Voting	7598533	86800	1.14	86800	1.14	71725	15075	15075	82.63	17.37	
	Poll	N.A	N.A	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	7598533	142244	1.87	142244	1.87	139937	2307	2307	98.38	1.62	
	<b>Total</b>	<b>7598533</b>	<b>229044</b>	<b>3.01</b>	<b>229044</b>	<b>3.01</b>	<b>211662</b>	<b>17382</b>	<b>17382</b>	<b>92.41</b>	<b>7.59</b>	
<b>Total</b>		<b>30004850</b>	<b>229044</b>	<b>3.01</b>	<b>229044</b>	<b>3.01</b>	<b>211662</b>	<b>17382</b>	<b>17382</b>	<b>92.41</b>	<b>7.59</b>	

The number of votes polled in favour of the Special Resolution are 211662 (92.41% of the total valid votes). Thus the Special Resolution has been approved by the Shareholders



**CS Shivaram Bhat**

Company Secretary

309, Gera Impenun 1, Patto, Panaji, Goa 403001

April 14, 2016

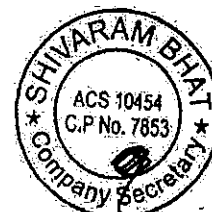
**SCRUTINIZER'S REPORT**

To

The Chairman of  
**SMARTLINK NETWORK SYSTEMS LIMITED**  
Regd Office: L-7, Verna Industrial Estate,  
Verna, Salcete, Goa - 403722

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 29th February, 2016 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolution contained in the Notice dated 29th February, 2016.
  
2. I submit my report as under:
  - a. The Company has dispatched postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 04<sup>th</sup> March, 2016.
  
  - b. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Computer share Private Limited ('Karvy').



**Shivaram Bhat**  
**Company Secretary**

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- c. The e-voting remained open for the period commencing from Monday, March 14, 2016, 10.00 A.M to Wednesday, April 13, 2016, 5.00 P.M.
- d. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the Karvy e-voting website.
- e. The postal ballot forms received in sealed envelope were kept in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the Company/list of beneficiaries as on March 04, 2016.
- g. All postal ballot forms received up to the April 13, 2016, 5.00 P.M., the last date and time fixed by the Company for receipt of the ballot forms were considered for my scrutiny.
- h. I did not find any defaced or mutilated ballot paper.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolution that was put to vote, were generated from the e-voting website of Karvy Computer share Private Limited ('Karvy') i.e., <https://www.evoting.karvy.com> and based on such reports generated and upon the counting of the postal ballots received, the result of the voting is as under:



**Shivaram Bhat**  
**Company Secretary**

**Item No. 1**

Special Resolution for Approval of the Buy Back of the Equity Shares - up to 7,454,850 equity shares (aggregating up to 24.85% of the paid-up equity share capital) - of the Company in accordance with Article 62 of the Articles of Association and the provisions of Sections 68, 69 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 and rules there under.

**(i) Voted in favour the resolution:**

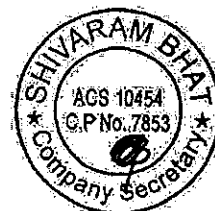
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Postal Ballot	E-voting	Postal Ballot	
28	76	71,725	1,39,937	
<b>TOTAL VOTES</b>		<b>2,11,662</b>		<b>92.41</b>

**(ii) Voted against the resolution:**

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Postal Ballot	E-voting	Postal Ballot	
5	8	15,075	2307	
<b>TOTAL VOTES</b>		<b>17,382</b>		<b>7.59</b>

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	300



**Shivaram Bhat**  
**Company Secretary**

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3. I have handed over the postal ballot forms and other related papers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by postal ballot and e-voting.

Thanking you,



Yours faithfully,

A handwritten signature in cursive script, appearing to be "Shivaram", written over a horizontal line.

---

Shivaram Bhat  
Practising Company Secretary  
CP No. 7853



Received.

A handwritten signature in cursive script, appearing to be "K. Sankar", written over a horizontal line.