

SMARTLINK HOLDINGS LIMITED
(Formerly known as Smartlink Network Systems Limited)

CIN: L67100GA1993PLC001341

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

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POST BUYBACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF SMARTLINK HOLDINGS LIMITED (FORMERLY KNOWN AS SMARTLINK NETWORK SYSTEMS LIMITED)

This post buyback public advertisement (the "Post Buyback Public Advertisement") regarding completion of the Buyback by Smartlink Holdings Limited of its fully paid-up equity shares of face value of ₹ 2 each ("Equity Share") from the equity shareholders/ beneficial owners of the Company ("Equity Shareholders") is being published pursuant to Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations").

The Post Buyback Public Advertisement shall be read in conjunction with the public announcement dated 1 August 2019 published on 2 August 2019 (the "PA or Public Announcement"), the letter of offer dated 5 October 2019 (the "LOF or Letter of Offer") and the corrigendum to the Letter of Offer dated 15 October 2019 ("Corrigendum to LoF").

All terms used but not defined in this Post Buyback Public Advertisement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Smartlink Holdings Limited ("Company") had announced the Buyback of 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares, that represents 21.53% of the total issued and paid up equity share capital of the Company as on 31 March 2019, on a proportionate basis, from all the Equity Shareholders holding Equity Shares as on 13 August 2019 ("Record Date"), through the "Tender Offer" route at a price of ₹ 130 (Rupees One Hundred and Thirty Only) per Equity Share payable in cash, for an amount aggregating to ₹ 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) ("Buyback Size", and such buyback of Equity Shares, "Buyback"). The Buyback Size is 19.65% and 19.96% of the aggregate of the total paid-up equity share capital and free reserves of the Company on standalone and consolidated basis as per the latest audited standalone and consolidated balance sheet as on 31 March 2019, respectively.
- The Company has 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.
- The tendering period for the Buyback Offer opened on 18 October 2019 (Friday) and closed on 4 November 2019 (Monday).

2. DETAILS OF BUYBACK

- 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares were bought back pursuant to the Buyback, at a price of ₹ 130/- (Rupees One Hundred and Thirty Only) per Equity Share.
- The total amount utilized in the Buyback is ₹ 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) excluding transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses.
- The Registrar to the Buyback i.e., Karvy Fintech Private Limited ("Registrar"), considered 2,352 (Two Thousand Three Hundred and Fifty Two Only) valid bids for 1,46,81,931 (One Crore Forty Six Lakhs Eighty One Thousand Nine Hundred and Thirty One Only) Equity Shares in response to the Buyback resulting in the subscription of approximately 4.02 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 Validly Tendered	% Response
Reserved category for Small Shareholders	5,47,500	2,225	9,77,176	178.48
General Category for all other Equity Shareholders	31,02,500	127	1,37,04,755	441.73
Total	36,50,000	2,352	1,46,81,931	402.24

- 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, as the case may be, has been dispatched by the Registrar to the eligible Equity Shareholders on 13 November 2019.
- The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("Clearing Corporation"), on 13 November 2019. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity 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/ respective 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.
- The dematerialized Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on 14 November 2019 (Thursday). The unaccepted dematerialized Equity Shares were returned to respective seller members/ custodians by the Clearing Corporation on 14 November 2019 (Thursday).
- The extinguishment of 36,50,000 (Thirty Six Lakh Fifty Thousand) Equity Shares accepted under the Buyback, comprising of 1,33,00,000 (One Crore Thirty Three Lakhs Only) Equity Shares in dematerialized form are currently under process and shall be completed by 29 November 2019.
- All Equity Shareholders holding the Equity Shares in the physical form shall note that in accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from 1 April 2019, read with notice no. 20190424-35 issued by the BSE dated 24 April 2019, and circular no. 51/2019 issued by the NSE dated 9 May 2019, effective from 1 April 2019, any transfer of Equity Shares shall not be processed unless such Equity Shares are held in the dematerialized form with a depository. No Equity Shares were tendered in physical form.
- The Company and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Advertisement and also accepts responsibility for the obligations of the Company in accordance with the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, prior to the Buyback (as on the Record Date) and the capital structure of the Company post the completion of the Buyback is as follows:

Sr. No.	Particulars	Pre Buyback*		Post Buyback**	
		No. of Shares	Amount (in ₹ Lacs)	No. of Shares	Amount (in ₹ 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	1,69,50,000 fully paid-up Equity Shares of ₹2/- each	339.00	1,33,00,000 fully paid-up Equity Shares of ₹2/- each	266.00

* As on Record Date.

** Subject to extinguishment of 36,50,000 (Thirty Six Lakh Fifty Thousand) Equity Shares.

- Details of Equity Shareholders from whom Equity Shares exceeding 1% (of the total Equity Shares bought back) have been accepted under the Buyback are as follows:

Sr. No	Name	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back (%)	Equity Shares accepted as a % of total Post Buyback Equity Shares Capital of the Company (%)
1	Kamalaksha Rama Naik	19,07,763	52.27	14.34
2	Arati Kamalaksha Naik	3,80,616	10.43	2.86
3	Lakshana Amit Sharma	3,10,564	8.51	2.34
4	Sudha Kamalaksha Naik	1,90,316	5.21	1.43
5	Zen Securities Ltd	92,066	2.52	0.69
6	Kamalaksha Rama Naik	41,401	1.13	0.31

- The shareholding pattern of the Company, prior to the Buyback (as on the Record Date) and the shareholding pattern of the Company post the completion of the Buyback is as follows:

Particulars	Pre Buyback*		Post Buyback**	
	Number of Shares	% to existing share capital	No. of Shares post Buyback	% of holding post Buyback
Promoters	1,26,05,843	74.37	9,775,183	73.50
Foreign Investors OCBs/FIIs/NRIs/ Non-residents/Non-domestic companies)	76,718	0.45	3,524,817	26.50
Indian Financial Institutions/ Banks/ Mutual Funds/Govt. Companies	2,230	0.01		
Public including other Bodies Corporate	42,65,209	25.16		
Total	1,69,50,000	100.00	1,33,00,000	100.00

* As on Record Date.

** Subject to extinguishment of 36,50,000 (Thirty Six Lakh Fifty Thousand) Equity Shares.

4. MANAGER TO THE BUYBACK

ICICI SECURITIES LIMITED
Address: ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400 020.
Phone: +91 22 2288 2460
Fax: +91 22 2282 6580
Contact Person: Arjun A Mehrotra/Sameer Purohit
Email: smarlinks.buyback@icicisecurities.com
SEBI Registration Number: INM000011179
Validity period: Permanent
CIN: L67120MH1995PLC086241



5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Advertisement or any other 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 all members 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
ICSI Membership No. A24654

Date : November 15, 2019
Place : Mumbai