

# Smartlink Network Systems Limited

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

Corporate Identification Number (CIN): L30007GA1993PLC001341

Telephone: 0832-2885400; Fax: 0832-2783395;

Email: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in) Website: [www.smartlink.co.in](http://www.smartlink.co.in)

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## Notice

Dear Member(s),

Notice is hereby given that the Extraordinary General Meeting (EGM) of the members of Smartlink Network Systems Limited will be held on Friday, the 04<sup>th</sup> day of May, 2018 at 11:00 a.m. at the registered office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722.

### Special business:

#### Item 1: Buyback of Equity Shares of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution 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.

**By order of the Board of Directors,  
For Smartlink Network Systems Limited**

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

**Urjita Damle**  
**Company Secretary**  
Mumbai, April 07, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.  
PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the meeting.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item No. 1 of this Notice is annexed herewith and the same should be taken as part of this Notice.
4. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of this notice at the meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
6. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the company on all working days between 10.00 a. m. to 12.00 noon up to the date of meeting, provided that not less than three days' notice in writing to inspect is given to the company.
7. The notice is also available on the company's website [www.smartlink.co.in](http://www.smartlink.co.in) Communication details of R&T agent are as under:  
Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District,  
Nanakramguda, Serilingampally, Hyderabad - 500 032  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
8. In case a person has become the Member of the Company after the dispatch of EGM Notice but on or before the cut-off date i.e. Friday, April 27, 2018, may write to Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C Shobha Anand, Contact No. 040-67162222, at [Unit: Smartlink Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
9. Electronic copy of the EGM Notice, instructions for e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode.
10. The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. It has appointed Karvy Computershare Private Limited ('KCPL', 'Karvy' or 'Service Provider') for facilitating remote e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. The E-voting will begin on Tuesday the 01<sup>st</sup> day of May, 2018 at 9:00 a.m. and will end on Thursday the 03<sup>rd</sup> day of May, 2018 at 5.00 p.m. Members are requested to refer the instructions attached to this notice for instructions of e-voting
11. The Company has designated [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in) as an email id for quick Redressal of members/investors grievances. Also if any member requires a hard copy of the Notice he can write to the Company at the above mentioned address.
12. General instructions/ information for Members for voting on resolution
  - a. A member can opt for only one mode of voting, i.e. either by e-voting or through Poll. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the other will be treated as invalid.
  - b. Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
  - c. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
  - d. The voting rights of the Members shall be in proportion to their shares of their paid up equity share capital of the Company, subject to the provision of section 108 of Companies Act, 2013 and rules made thereunder, as amended as on the cut-off date being April 27, 2018.

**By order of the Board**

Place: Mumbai

Dated: April 07, 2018

Regd. Office: L-7, Verna Industrial Estate,  
Verna, Salcete, Goa 403722

**Urjita Damle**  
**Company Secretary**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

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With an objective of rewarding Members holding Equity Shares of the Company, through return of surplus cash, the Board at its meeting held on April 7, 2018 has approved the proposal for recommending buyback of Equity Shares as contained in the resolution in the Notice. As per the relevant provisions of the Act and the Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the Members holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares. Requisite details relating to the Buyback are given below:

### a) **Objective of the Buyback**

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the Members holding equity shares of the Company. The Board at its meeting held on April 7, 2018 considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2017 and considering these, the Board decided to allocate a sum of Rs. 67,20,00,000/- (Rupees Sixty Seven Crores Twenty Lakhs only), for distributing to the Members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the Members holding equity shares of the Company, the Board decided to recommend Buyback not exceeding 56,00,000 (Fifty Six Lakhs only) equity shares (representing 24.83% of the total paid-up equity share capital of the Company) at a price of Rs. 120/- (Rupees Hundred and Twenty only) per equity share for an aggregate consideration not exceeding Rs. 67,20,00,000/- (Rupees Sixty Seven Crores Twenty Lakhs only). Buyback is a more efficient form of distributing surplus cash to the Members holding equity shares of the Company, *inter-alia*, for the following reasons:

- i. The Buyback will help the Company to distribute surplus cash to its Members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocating to the Small Shareholders the higher of a) number of shares entitled as per their holdings, or b) 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" as per Regulation 2(1)(1a) of the Buyback Regulations;
- iii. The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in Members' value;
- iv. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;

### b) **Method to be adopted for the Buyback**

The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders) from all the Members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations and the mechanism notified under the SEBI 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 Buyback will be implemented in accordance with the Act, the Share Capital Rules and the Buyback Regulations to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the Members holding equity shares of the Company who will be eligible to participate in the Buyback.

In due course, upon the passing of this resolution, each member as on the Record Date, will receive a Letter of Offer along with an intimation indicating the entitlement of the member for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

- (a) Reserved category for Small Shareholders; and
- (b) General category for all other Members.

As defined in Regulation 2(1)(1a) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only). In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

Basis the holding on the Record Date, the Company will determine the entitlement of each member to tender their shares in the Buyback. This entitlement for each member will be calculated based on the number of equity shares held by the respective member as on the Record Date and the ratio of Buyback applicable in the category to which such member belongs.

Members' participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other members, if any. The maximum tender under the Buyback by any member cannot exceed the number of equity shares held by the member as on the Record Date.

The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done 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 circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof. The Buyback Regulations require that the payment for the tendered Equity Shares be made within seven working days of the closure of the Buyback offer. The Equity Shares validly tendered and purchased by the Company will be extinguished within seven days of the last date of completion of the Buyback.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Members holding equity shares of the Company as on the Record Date.

c) **Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed**

The maximum amount required under the Buyback will be 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, GST, stamp duty and other incidental and related expenses being 20.11% of the standalone fully paid up share capital and free reserves as on March 31, 2017.

The Buyback would be financed out of securities premium account and other free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback.

The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

d) **Buyback Price and the basis of arriving at the Buyback Price**

The equity shares of the Company are proposed to be bought back at a price of Rs.120/- (Rupees One Hundred Twenty only) per equity share (the "**Buyback Price**"). The Buyback Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**") (the NSE together with the BSE is referred to as the "**Stock Exchanges**") where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer price of Rs. 120/- (Rupees One Hundred Twenty only) per Equity Share represents a premium of 4.80% and 5.21% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for 3 months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and 40.00% and 38.38% over the volume weighted average price of the Equity Shares on the BSE and on the NSE, respectively for 2 weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

e) **Maximum Number of shares that the Company proposes to buyback and the time limit for completing the Buyback**

The Company proposes to buyback not exceeding 56,00,000 (Fifty Six Lakhs only) Equity Shares of face value of Rs. 2/- each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

f) **Compliance with Section 68(2)(c) of the Companies Act**

The aggregate paid-up share capital and free reserves as at March 31, 2017 is Rs. 334.13 crores. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up capital and free reserves of the Company i.e. Rs. 83.53 crores as per the latest audited Balance Sheet as at March 31, 2017. The maximum amount proposed to be utilized for the Buyback, is Rs. 67,20,00,000/- (Rupees Sixty Seven Crores Twenty Lakhs only) and is therefore within the limit of 25% of the Company's total paid-up equity capital and free reserves. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 5,637,500 Equity Shares. Since the Company proposes to buyback up to 56,00,000 Equity Shares, the same is within the aforesaid 25% limit.



g) **The aggregate shareholding of the Promoters, the directors of the Promoter where Promoter is a Company and of directors and key managerial personnel of the Company as on the date of this Notice:**

1. The aggregate shareholding of the Promoters who are in control of the Company:

Sr. No	Name of Member	No. of Shares held	Percentage
1	Kamalaksha Rama Naik	11,488,272	50.94
2	Arati Kamalaksha Naik	2,255,000	10.00
3	Kamalaksha Rama Naik (HUF)	251,557	1.12
4	Sudha Kamalaksha Naik	1,127,500	5.00
5	Lakshana Amit Sharma	1,664,486	7.38
	<b>Total</b>	<b>16,786,815</b>	<b>74.44</b>

2. None of the Directors or Key Managerial Personnel of the Company hold any Equity Shares in the Company except for the following:

Sr. No	Shareholding of Directors & Key Managerial Personnel	Designation	No. of Shares held	Percentage
1	Krishnanand Maruti Gaonkar	Director	41,925	0.19
2	K. G. Prabhu	Chief Financial Officer	204	0.00

3. No Equity Shares of the Company have been purchased/ sold by any member of the Promoter/ Promoter Group, Directors and Key Managerial Personnel of the Company during the period from 12 months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice except for the following:

Name of Director	No. of Shares Purchased / Sold	Details of the Transfer	Maximum Price (Rs.)	Date of Maximum Price (Rs)	Minimum Price (Rs.)	Date of Minimum Price	Average Price (Rs.)	Date of Transaction
Arati Naik	16,689	Open Market Purchase	95.5	27.09.2017	95.1	27.09.2017	95.2	27.09.2017
Arati Naik	27,991	Open Market Purchase	97.2	28.09.2017	93.7	28.09.2017	96.2	28.09.2017
Sudha Naik	27,123	Open Market Purchase	97.2	26.09.2017	95.1	26.09.2017	96.2	26.09.2017
Lakshana Sharma	15,219	Open Market Purchase	97.2	28.06.2017	96.2	28.06.2017	96.7	28.06.2017
Lakshana Sharma	81,000	Open Market Purchase	97.5	29.06.2017	96.7	29.06.2017	97.5	29.06.2017
Lakshana Sharma	790	Open Market Purchase	96.8	30.06.2017	96.7	30.06.2017	96.8	30.06.2017
Lakshana Sharma	2,180	Open Market Purchase	93.1	14.09.2017	92.8	14.09.2017	93.2	14.09.2017
Lakshana Sharma	2,410	Open Market Purchase	93.8	15.09.2017	93.1	15.09.2017	93.7	15.09.2017
Lakshana Sharma	3,990	Open Market Purchase	93.6	18.09.2017	92.7	18.09.2017	93.1	18.09.2017
Lakshana Sharma	11,944	Open Market Purchase	93.7	19.09.2017	93.7	19.09.2017	93.9	19.09.2017
Lakshana Sharma	8,992	Open Market Purchase	94.1	21.09.2017	92.6	21.09.2017	93.3	21.09.2017
Lakshana Sharma	41,170	Open Market Purchase	93.7	22.09.2017	93.1	22.09.2017	93.5	22.09.2017
Lakshana Sharma	51,974	Open Market Purchase	95.6	25.09.2017	92.1	25.09.2017	94.5	25.09.2017
Lakshana Sharma	80,046	Open Market Purchase	100.2	28.09.2017	96.2	28.09.2017	99.7	28.09.2017
Lakshana Sharma	21,912	Open Market Purchase	100.9	29.09.2017	97.9	29.09.2017	99.8	29.09.2017

4. In terms of the Buyback Regulations, under the Tender Offer route, the promoters of the Company have the option to participate in the Buyback. In this regard, the promoter and promoter group of the Company have expressed their intention vide their letter dated April 7, 2018, to participate in the Buyback and offer up to an aggregate maximum of 56,00,000 Equity Shares as mentioned in point 5 below or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback.
5. Details of the date and price of acquisition of the Equity Shares that promoters intend to tender are set-out below:

<b>KAMALAKSHA RAMA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
31.03.1993	500	1,000	2.0	Cash
09.01.1995	500,000	1,000,000	2.0	Cash
22.05.1995	2,369,200	4,738,400	2.0	Cash
04.02.1999	250,000	500,000	2.0	Cash
13.03.1999	250,000	500,000	2.0	Cash
11.02.2000	1,750,000	3,500,000	2.0	Cash
22.09.2000	500	1,000	2.0	Cash
11.03.2003	37,800	75,600	52.4	Open Market
12.03.2003	55,231	110,462	54.6	Open Market
13.03.2003	26,920	53,840	53.7	Open Market
17.03.2003	16,025	32,050	52.4	Open Market
19.03.2003	19,027	38,054	53.2	Open Market
20.03.2003	5,950	11,900	53.1	Open Market
28.03.2003	1,200	2,400	53.0	Open Market
12.09.2003	42,142	84,284	94.8	Open Market
15.09.2003	136,258	272,516	93.2	Open Market
18.08.2004	14,240	28,480	104.7	Open Market
07.07.2009	7,634,698	15,269,396	NIL	Demerger
21.01.2010	90,486	180,972	51.9	Open Market
22.01.2010	39,514	79,028	50.8	Open Market
27.01.2010	70,000	140,000	49.5	Open Market
14.05.2010	137,000	274,000	50.0	Open Market
18.05.2010	6,249	12,498	48.4	Open Market
19.05.2010	23,000	46,000	48.3	Open Market
20.05.2010	6,701	13,402	48.7	Open Market
24.05.2010	13,269	26,538	48.8	Open Market
25.05.2010	5,332	10,664	46.4	Open Market
31.05.2010	4,000	8,000	48.8	Open Market
01.06.2010	12,597	25,194	48.4	Open Market
03.06.2010	8,000	16,000	48.7	Open Market
04.06.2010	87,600	175,200	49.1	Open Market
07.06.2010	107,000	214,000	49.1	Open Market
08.06.2010	66,000	132,000	49.0	Open Market
09.06.2010	53,400	106,800	48.9	Open Market
15.06.2010	2,772	5,544	49.8	Open Market
22.06.2010	1,734	3,468	52.0	Open Market
23.06.2010	88,750	177,500	54.6	Open Market
24.06.2010	84,224	168,448	54.8	Open Market
25.06.2010	81,051	162,102	54.6	Open Market

<b>KAMALAKSHA RAMA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
29.06.2010	67,964	135,928	53.2	Open Market
30.06.2010	4,720	9,440	51.4	Open Market
29.07.2010	2,276	4,552	51.3	Open Market
30.07.2010	14,825	29,650	51.1	Open Market
02.08.2010	9,690	19,380	51.2	Open Market
03.08.2010	3,000	6,000	51.2	Open Market
04.08.2010	1,204	2,408	51.2	Open Market
05.08.2010	5,510	11,020	51.1	Open Market
06.08.2010	53,691	107,382	51.8	Open Market
09.08.2010	100	200	52.0	Open Market
10.08.2010	3,462	6,924	52.1	Open Market
11.08.2010	40,167	80,334	51.6	Open Market
12.08.2010	36,495	72,990	51.2	Open Market
13.08.2010	1,215	2,430	51.2	Open Market
02.09.2010	20,064	40,128	61.5	Open Market
03.09.2010	29,124	58,248	61.5	Open Market
06.09.2010	5,704	11,408	64.5	Open Market
07.09.2010	32,316	64,632	64.3	Open Market
08.09.2010	10,544	21,088	64.5	Open Market
16.09.2010	12,117	24,234	74.3	Open Market
17.09.2010	3,799	7,598	74.1	Open Market
27.09.2010	1,818	3,636	74.2	Open Market
20.12.2011	6,175	12,350	48.0	Open Market
21.12.2011	18,504	37,008	48.6	Open Market
22.12.2011	2,582	5,164	49.8	Open Market
23.12.2011	7,720	15,440	50.8	Open Market
26.12.2011	193,950	387,900	51.7	Open Market
28.12.2011	605,760	1,211,520	53.0	Open Market
29.12.2011	353,007	706,014	52.8	Open Market
04.12.2012	14,120	28,240	52.3	Open Market
15.12.2012	1,500	3,000	49.0	Transfer of Shares
28.12.2012	1,500	3,000	49.0	Transfer of Shares
30.06.2016	(4,174,721)	(8,349,442)	110.0	Buyback
<b>Total</b>	<b>11,488,272</b>			
<b>Maximum Equity Shares intended to be tendered</b>				<b>Up to 3,832,432</b>

\* Adjusted for stock split

<b>ARATI KAMALAKSHA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
09.01.1995	100,000	200,000	2.0	Cash
22.05.1995	425,000	850,000	2.0	Cash
11.02.2000	300,000	600,000	2.0	Cash
02.04.2003	40,000	80,000	NIL	Gift
07.07.2009	1,206,214	2,412,428	NIL	Demerger
10.06.2010	14,762	29,524	49.6	Open Market



<b>ARATI KAMALAKSHA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
11.06.2010	7,252	14,504	49.2	Open Market
22.06.2010	6,722	13,444	52.2	Open Market
24.06.2010	50	100	54.8	Open Market
29.07.2010	340	680	51.2	Open Market
21.12.2011	10,000	20,000	48.7	Open Market
22.12.2011	3,983	7,966	49.7	Open Market
23.12.2011	1,505	3,010	50.9	Open Market
26.12.2011	139,994	279,988	51.6	Open Market
27.12.2011	25,000	50,000	52.8	Open Market
28.12.2011	121,800	243,600	52.2	Open Market
25.06.2012	475	950	45.2	Open Market
26.06.2012	3,217	6,434	48.0	Open Market
27.06.2012	23,885	47,770	49.1	Open Market
06.08.2012	5,204	10,408	47.3	Open Market
13.08.2012	6,977	13,954	48.0	Open Market
16.08.2012	6,445	12,890	49.4	Open Market
30.08.2012	10,000	20,000	49.2	Open Market
31.08.2012	22,201	44,402	49.9	Open Market
05.09.2012	9,496	18,992	49.9	Open Market
06.09.2012	2,923	5,846	50.0	Open Market
07.09.2012	3,213	6,426	49.9	Open Market
08.09.2012	8,100	16,200	50.2	Open Market
10.09.2012	4,463	8,926	50.0	Open Market
11.09.2012	7,508	15,016	50.2	Open Market
12.09.2012	1,242	2,484	50.0	Open Market
13.09.2012	2,754	5,508	50.2	Open Market
14.09.2012	8,512	17,024	49.9	Open Market
17.09.2012	88	176	50.7	Open Market
18.09.2012	11,020	22,040	51.5	Open Market
27.09.2012	7,583	15,166	51.6	Open Market
28.09.2012	3,372	6,744	51.5	Open Market
21.11.2012	2,829	5,658	51.6	Open Market
22.11.2012	10,100	20,200	51.4	Open Market
23.11.2012	3,381	6,762	51.4	Open Market
26.11.2012	6,885	13,770	51.8	Open Market
27.11.2012	13,363	26,726	52.3	Open Market
29.11.2012	1,557	3,114	52.0	Open Market
30.11.2012	2,258	4,516	52.3	Open Market
03.12.2012	7,751	15,502	52.2	Open Market
04.12.2012	27,341	54,682	52.3	Open Market
05.12.2012	4,729	9,458	52.3	Open Market
06.12.2012	1,013	2,026	52.2	Open Market
17.12.2012	4,845	9,690	52.7	Open Market
21.12.2012	8,260	16,520	52.3	Open Market

ARATI KAMALAKSHA NAIK				
Date	No. of Shares*	Nominal Value	Issue Price/Transfer Price*	Consideration
24.12.2012	11,959	23,918	52.8	Open Market
27.12.2012	11,742	23,484	54.4	Open Market
28.12.2012	17,084	34,168	53.9	Open Market
31.12.2012	158,335	316,670	57.5	Open Market
07.02.2013	11,208	22,416	55.2	Open Market
08.02.2013	1,546	3,092	54.9	Open Market
11.02.2013	2,575	5,150	55.0	Open Market
13.02.2013	6,973	13,946	54.5	Open Market
14.02.2013	4,945	9,890	54.8	Open Market
15.02.2013	16,955	33,910	54.9	Open Market
18.02.2013	5,403	10,806	54.9	Open Market
19.02.2013	3,494	6,988	54.9	Open Market
20.02.2013	653	1,306	55.0	Open Market
21.02.2013	2,468	4,936	55.7	Open Market
22.02.2013	4,495	8,990	55.8	Open Market
26.02.2013	3,182	6,364	55.6	Open Market
27.02.2013	2,430	4,860	56.6	Open Market
28.02.2013	4,384	8,768	56.1	Open Market
01.03.2013	4,017	8,034	56.5	Open Market
04.03.2013	8,180	16,360	56.3	Open Market
05.03.2013	2,370	4,740	56.2	Open Market
06.03.2013	2,050	4,100	56.6	Open Market
07.03.2013	2,387	4,774	56.8	Open Market
08.03.2013	4,897	9,794	56.5	Open Market
11.03.2013	7,411	14,822	56.6	Open Market
12.03.2013	227	454	57.2	Open Market
13.03.2013	57,315	114,630	59.7	Open Market
14.03.2013	3,952	7,904	59.4	Open Market
15.03.2013	5,279	10,558	58.4	Open Market
30.06.2016	(803,208)	1,606,416	110.0	Buyback
27.09.2017	1,600	3,200	95.2	Open Market
27.09.2017	15,089	30,178	95.2	Open Market
28.09.2017	10,462	20,924	95.8	Open Market
28.09.2017	17,529	35,058	96.5	Open Market
<b>Total</b>	<b>2,255,000</b>			
<b>Maximum Equity Shares intended to be tendered</b>				<b>Up to 752,257</b>

\* Adjusted for stock split

LAKSHANA AMIT SHARMA				
Date	No. of Shares*	Nominal Value	Issue Price/Transfer Price*	Consideration
09.01.1995	287,500	575,000	2.0	Cash
22.05.1995	212,500	425,000	2.0	Cash
11.03.1997	312,300	624,600	2.0	Share Transfer
17.04.2002	(25,000)	(50,000)	102.0	Open Market
18.04.2002	(10,500)	(21,000)	100.5	Open Market

<b>LAKSHANA AMIT SHARMA</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
25.04.2002	(20,000)	(40,000)	101.1	Open Market
28.04.2002	(30,000)	(60,000)	102.5	Open Market
06.05.2002	(14,500)	(29,000)	112.8	Open Market
07.07.2009	993,279	1,986,558	NIL	Demerger
10.06.2010	22,504	45,008	49.3	Open Market
11.06.2010	4,000	8,000	49.1	Open Market
15.06.2010	5,995	11,990	49.6	Open Market
18.06.2010	1,122	2,244	51.6	Open Market
21.06.2010	6,000	12,000	52.4	Open Market
22.06.2010	16,254	32,508	52.2	Open Market
23.06.2010	38,546	77,092	54.2	Open Market
29.07.2010	291	582	50.9	Open Market
11.12.2012	4,785	9,570	51.8	Open Market
12.12.2012	5,719	11,438	52.1	Open Market
13.12.2012	6,673	13,346	52.3	Open Market
14.12.2012	13,373	26,746	52.2	Open Market
30.06.2016	(487,982)	975,964	110.0	Buyback
28.06.2017	1,660	3,320	96.6	Open Market
28.06.2017	13,559	27,118	96.7	Open Market
29.06.2017	78,000	156,000	97.5	Open Market
29.06.2017	3,000	6,000	97.2	Open Market
30.06.2017	790	1,580	96.8	Open Market
14.09.2017	2,180	4,360	93.2	Open Market
15.09.2017	2,410	4,820	93.7	Open Market
18.09.2017	1,750	3,500	93.0	Open Market
18.09.2017	2,240	4,480	93.2	Open Market
19.09.2017	11,944	23,888	93.9	Open Market
21.09.2017	1,320	2,640	93.1	Open Market
21.09.2017	7,672	15,344	93.3	Open Market
22.09.2017	13,073	26,146	93.6	Open Market
22.09.2017	28,097	56,194	93.5	Open Market
25.09.2017	6,791	13,582	93.9	Open Market
25.09.2017	45,183	90,366	94.6	Open Market
28.09.2017	53,174	106,348	99.9	Open Market
28.09.2017	26,872	53,744	99.2	Open Market
29.09.2017	9,497	18,994	100.0	Open Market
29.09.2017	12,415	24,830	99.7	Open Market
<b>Total</b>	<b>1,664,486</b>			
<b>Maximum Equity Shares intended to be tendered</b>				<b>Up to 555,264</b>

\* Adjusted for stock split

<b>SUDHA KAMALAKSHA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
09.01.1995	150,000	300,000	2.0	Cash
22.05.1995	30,000	60,000	2.0	Cash

<b>SUDHA KAMALAKSHA NAIK</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
11.02.2000	400,000	800,000	2.0	Cash
02.04.2003	40,000	80,000	NIL	Gift
07.07.2009	864,570	1,729,140	NIL	Demerger
10.06.2010	15,430	30,860	49.1	Open Market
29.07.2010	243	486	51.0	Open Market
30.06.2016	(399,866)	799,732	110.0	Buyback
26.09.2017	5,549	11,098	96.4	Open Market
26.09.2017	21,574	43,148	96.1	Open Market
<b>Total</b>	<b>1,127,500</b>			
<b>Maximum Equity Shares intended to be tendered</b>				<b>Up to 376,129</b>

\* Adjusted for stock split

<b>KAMALAKSHA RAMA NAIK (HUF)</b>				
<b>Date</b>	<b>No. of Shares*</b>	<b>Nominal Value</b>	<b>Issue Price/Transfer Price*</b>	<b>Consideration</b>
01.11.2001	6,685	13,370	59.0	Open Market
02.11.2001	4,815	9,630	59.9	Open Market
05.11.2001	3,910	7,820	59.1	Open Market
06.11.2001	1,600	3,200	60.1	Open Market
07.11.2001	2,750	5,500	60.5	Open Market
08.11.2001	250	500	61.5	Open Market
09.11.2001	1,000	2,000	61.6	Open Market
12.11.2001	1,575	3,150	60.9	Open Market
13.11.2001	1,575	3,150	61.2	Open Market
14.11.2001	175	350	61.7	Open Market
15.11.2001	750	1,500	60.8	Open Market
19.11.2001	3,675	7,350	60.4	Open Market
20.11.2001	1,625	3,250	61.4	Open Market
21.11.2001	800	1,600	63.0	Open Market
22.11.2001	525	1,050	62.5	Open Market
23.11.2001	250	500	64.1	Open Market
26.11.2001	125	250	64.1	Open Market
27.11.2001	3,250	6,500	63.1	Open Market
28.11.2001	1,550	3,100	57.2	Open Market
29.11.2001	625	1,250	61.7	Open Market
03.12.2001	750	1,500	61.9	Open Market
04.12.2001	275	550	62.7	Open Market
05.12.2001	125	250	62.3	Open Market
06.12.2001	150	300	61.1	Open Market
07.12.2001	900	1,800	61.1	Open Market
10.12.2001	875	1,750	62.6	Open Market
11.12.2001	1,125	2,250	62.2	Open Market
12.12.2001	1,050	2,100	61.8	Open Market
13.12.2001	7,500	15,000	60.9	Open Market
14.12.2001	875	1,750	61.1	Open Market
14.02.2002	50,000	100,000	62.0	Open Market
02.04.2003	42,100	84,200	NIL	Gift
07.07.2009	199,736	399,472	NIL	Demerger
30.06.2016	(91,414)	182,828	110.0	Buyback
<b>Total</b>	<b>251,557</b>			
<b>Maximum Equity Shares intended to be tendered</b>				<b>Up to 83,918</b>

\* Adjusted for stock split

- h) The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- i) The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:
- i. That immediately following the date of the Board Meeting held on April 07, 2018 and the date on which the results of the EGM will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
  - ii. That as regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the results of the EGM will be declared, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback or within a period of one year from the date on which the results of the EGM will be declared, as the case may be;
  - iii. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.
- j) **Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:**

The text of the Report dated April 07, 2018 received from Sharp & Tannan LLP, Chartered Accountants the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

Ref: CERT/SNSL/18-19/001

To,  
 The Board of Directors,  
**Smartlink Network Systems Ltd,**  
 Unit No. 209, 2nd Floor, B Wing,  
 215 Atrium Building, Courtyard Marriott Compound,  
 Andheri - Kurla Road, Andheri (East), Mumbai - 400 093, INDIA

Dear Sirs,

**Re: Proposed Buy-back of Equity Shares**

In connection with the proposed Buy-back of Equity Shares by Smartlink Network Systems Limited (the 'Company') as approved by the Board of Directors at its meeting held on April 07, 2018 in pursuance of the provisions of Section 68 of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (the "SEBI Buyback Regulations"), as amended; and based on the information and explanations given to us which were to the best of our knowledge and belief necessary for this purpose, we report that:

1. We have enquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2017 which have been audited by another auditor, Deloitte Haskins & Sells LLP, and approved by the Board of Directors of the Company at their meeting held on 17th May, 2017.
2. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the table below is properly determined in our view in accordance with Section 68 (2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited financial statements of the Company for the year ended March 31, 2017.

Particulars as on March 31, 2017		Amount (Rs. in crores)	
Paid up capital (2,25,50,000 shares of Rs. 2/- each)	A		4.51
Free Reserves:			
Profit and loss account balance		246.09	
Securities Premium		27.86	
General reserve		55.67	
Total Free Reserves	B		329.62
Total paid up capital and free reserves	A+B		334.13



Particulars as on March 31, 2017		Amount (Rs. in crores)
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (25% of the total paid up capital and free reserves with the Shareholder Approval)		83.53
Maximum amount permitted by Board Resolution dated 07 <sup>th</sup> April, 2018 approving Buyback, subject to shareholder approval, based on the audited financial statements for the year ended March 31, 2017		67.20

3. The Board of Directors of the Company, in their meeting held on April 7, 2018 have formed their opinion as specified in Part A, clause (x) of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended, on reasonable grounds, that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution.

We have not performed an audit, the objective of which would be the expression of an opinion on the specified elements, accounts or items thereof, for the purpose of this report. Accordingly we do not express such opinion.

This report has been issued at the request of the Company solely for use of the Company in relation to filing information with the explanatory statement to the notice for special resolution and in connection with the proposed buyback of equity shares of the Company in pursuance of the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, as amended and may not be suitable for any other purpose.

**For Sharp & Tannan LLP,**  
Chartered Accountants

(Registration No. 127145W/W100218)

**Darryl Frank**

Partner

(Membership No. 104096)

**Date:** April 07, 2018

**Place:** Mumbai

**Unquote**

**k) General obligations of the Company as per the provisions of the Buyback Regulations and the Act:**

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) from the date of the Member's approval till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
- iii. The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Companies Act or the Buyback Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- iv. The equity shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made;
- vi. The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable; and

- vii. For any clarifications related to the Buyback process, Members holding equity shares of the Company may contact the following:

Company: Smartlink Network Systems Limited

Contact Person: Ms. Urjita Damle, Company Secretary & Compliance Officer,

Tel: 0832-2885400; Fax: 0832-2783395; Email: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Report dated May 17, 2017 and the audited accounts for the period from April 1, 2016 to March 31, 2017 are available for inspection by the Members of the Company at its Registered Office on any working day between 10:00 a.m. to 04:00 p.m. up to the date of EGM.

- l) The shareholders vide postal ballot notice dated February 22, 2018 have accorded their approval for change in name of the Company from "Smartlink Network Systems Limited" to "Smartlink Holdings Limited" on April 5, 2018. The Company is in process of filing the documents with statutory authorities to give effect to the change of name.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

**By order of the Board**

Place: Mumbai

Dated: April 7, 2018

Regd. Office: L-7, Verna Industrial Estate,  
Verna, Salcete, Goa 403722

**Urjita Damle**  
**Company Secretary**

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# SMARTLINK NETWORK SYSTEMS LIMITED

CIN: L30007GA1993PLC001341

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

Tel: 0832-2885400, Fax: 0832-2783395

Website: [www.smartlink.co.in](http://www.smartlink.co.in), Email Id: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

Serial No.:

1. Folio Number / DP ID No. and Client ID No. :

2. Name :

3. Registered Address of the Sole/first :  
named Member

4. Name(s) of the Joint Holder(s), if any :

Dear Shareholder(s)

Please find enclosed the Notice convening the Extraordinary General Meeting (EGM) of Smartlink Network Systems Limited ('the Company') to be held on Friday the 4<sup>th</sup> day of May, 2018 at 11.00 A.M. at the registered office of the Company.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Company has appointed Karvy Computershare Private Limited ('KCPL', 'Karvy' or 'Service Provider') for facilitating remote e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

**In this regard, please find below USER ID and Password for remote e-voting:**

<b>EVEN (E- Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Note:- Please turn over for detailed process and manner for e-voting.

## The instructions and other information relating to remote e-voting are as under:

- 1.A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii) Enter the login credentials (i.e., User ID and password mentioned above). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e. SMARTLINK NETWORK SYSTEMS LIMITED.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO." The document should reach the Scrutinizer and such other person on or before Thursday, May 03, 2018 at 5:00 P.M.
- B. In case of Members receiving physical copy of the EGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
  - (i) User ID and initial password as provided overleaf.
  - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. The remote e-voting period commences on the Tuesday, May 01, 2018 at 09.00 a.m. and ends on Thursday, May 03, 2018 at 05.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, April 27, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of Poll paper at EGM.
3. In case a person has become the Member of the Company after the dispatch of EGM Notice but on or before the cut-off date i.e. Friday, April 27, 2018, may write to the Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C Shobha Anand, Contact No. 040-67162222, at [Unit: Smartlink Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mrs. C Shobha Anand, Contact No. 040-67162222 at [Unit: Smartlink Network Systems Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at 1800 345 4001 (Toll free).
5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Friday, April 27, 2018.
6. The Board of Directors has appointed CS Shivaram Bhat, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting or ballot may vote at the EGM through poll paper for the business specified in the accompanying Notice.
8. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the EGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing will declare the result of voting forthwith.
9. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the EGM of the Company and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
10. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.smartlink.co.in](http://www.smartlink.co.in)) and on the Service Provider's website (<https://evoting.karvy.com>) and will communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the EGM.



## ATTENDANCE SLIP

### Smartlink Network Systems Limited

Reg. Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722  
CIN: L30007GA1993PLC001341  
Website: [www.smartlink.co.in](http://www.smartlink.co.in) Email: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id\* Folio No.  
Client Id\* No. of Shares

Name and Address of the Shareholder:

I/We hereby record my / our presence at the Extraordinary General Meeting of the Company on Friday the 4<sup>th</sup> day of May, 2018 at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 at 11:00 a. m.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of the Shareholder / Proxy

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### Smartlink Network Systems Limited

Reg. Office: L-7, Verna Industrial Estate, Verna, Salcete, 403722  
CIN: L30007GA1993PLC001341  
Website: [www.smartlink.co.in](http://www.smartlink.co.in) Email: [Company.Secretary@smartlink.co.in](mailto:Company.Secretary@smartlink.co.in)

Name of the member(s): E-mail Id:  
Registered address: Folio No/ Client Id/ DP/ID:

I/We, being the member (s) of \_\_\_\_\_ shares of Smartlink Network Systems Limited, hereby appoint

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail id: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday the 4<sup>th</sup> day of May, 2018 at 11:00 a.m. at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
1	Buyback of Equity Shares of the Company			

Signed this \_\_\_ day of \_\_\_\_\_, 2018

Signature of shareholder \_\_\_\_\_

Affix  
Revenue  
Stamp of  
not less than  
Rs. 1/-

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the Extraordinary General Meeting.
- 5\*. This is only Optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.