



SMARTLINK HOLDINGS LIMITED

CIN: L67100GA1993PLC001341

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

Tel: 0832-2885400 Fax: 0832-2783395

Email: Company.Secretary@smartlinkholdings.com Website: www.smartlinkholdings.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below)

Dear Shareholder(s),

This notice (“**Notice**”) is hereby given, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (“**Management Rules**”), and other applicable provisions, if any, and the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) that the following special business is proposed for approval of the shareholders of Smartlink Holdings Limited (“**Company**”) through electronic voting (“**e-voting**”) only as a special resolution.

The Board of Directors of the Company (“**Board**”) at its meeting held on December 4, 2020 has, subject to the approval of the shareholders of the Company and such other approvals, permissions and consents as may be necessary and subject to such modifications, alterations and amendments, if any, as may be prescribed by the appropriate authorities, approved the buyback of fully paid-up equity shares having face value of INR 2/- (Indian Rupees Two Only) each of the Company (“**Equity Shares**”), not exceeding 33,25,000 Equity Shares from the shareholders as on a record date to be subsequently decided by the Board or any committee constituted by the Board, on a proportionate basis through the “tender offer” method as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (“**Buyback Regulations**”), at a price of INR 95/- (Indian Rupees Ninety Five Only) per Equity Share payable in cash for a total consideration not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty, advisors fees, filing fees, and other related and incidental expenses and charges. The outcome of the Board meeting held on December 4, 2020 was disseminated to BSE Limited and National Stock Exchange of India Limited on December 4, 2020 within the prescribed time period. The proposed buyback does not exceed 25% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest standalone and consolidated audited financials of the Company as on March 31, 2020.

Pursuant to Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the Buyback Regulations and other applicable legal provisions, it is mandatory to obtain the approval of the shareholders of the Company by way of a special resolution for the proposed buyback of Equity Shares. Further, as per Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) 2015, as amended (“**SEBI Listing Regulations**”), the MCA Circulars and applicable provisions of the Buyback Regulations, the Company is offering facility of remote e-voting only (“**E-**

voting”). The Company has engaged the services of KFin Technologies Private Limited as its agency for providing E-voting facility to shareholders of the Company. Accordingly, the Company is seeking your approval for the aforesaid proposal as contained in the resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and Regulation 5(iv) read along with Schedule I of the Buyback Regulations and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons therefore, is also appended.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shivaram Bhat, Practicing Company Secretary as the scrutinizer for the conducting the postal ballot process through E-voting (“**Scrutinizer**”) in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through E-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The e-voting module commences at 10.00 a.m. (IST) on Tuesday, January 12, 2021 and will be disabled after 5:00 p.m. (IST) on Wednesday, February 10, 2021 for voting by the shareholders.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of e-voting in a fair and transparent manner. The results of the E-voting will be announced on or before Friday, February 12, 2021 and will be placed on the website of the Company at www.smartlinkholdings.com for information of shareholders besides being communicated to BSE Limited and National Stock Exchange of India Limited, the stock exchanges on which the Equity Shares of the Company are listed. The last date specified by the Company for e-voting i.e., Wednesday, February 10, 2021 will be taken as the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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 (“**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (“**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, 2018, as amended (“**Buyback Regulations**”), and subject to such other approvals, permissions, consents, exemptions 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 (“**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 shareholders of the Company be and is hereby accorded for the buyback by the Company of its fully paid-up Equity Shares of a face value of INR 2/- (Indian Rupees Two Only) each (“**Equity Shares**”), from all the shareholders/ beneficial owners of the Equity Shares of the Company, as on record date to be decided subsequently by the Board (“**Record Date**”), for an amount not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty, advisors fees, filing fees, and other related and incidental expenses and charges (“**Buyback Offer Size**”), being less than 25% of aggregate of the total paid-up equity capital and free reserves of the Company as per

the latest available standalone and consolidated audited financials of the Company as on March 31, 2020, in accordance with Section 68(2) of the Companies Act and Buyback Regulations and other applicable laws. The Buyback Offer will comprise purchase of Equity Shares not exceeding 33,25,000, aggregating to 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020, at a price of INR 95/- (Indian Rupees Ninety Five Only) per equity share, payable in cash, on a proportionate basis through the “tender offer” route (“**Tender Offer**”) (hereinafter referred to as the “**Buyback**”), in accordance and in consonance with the provisions contained in the Buyback Regulations, the Companies Act, the Management Rules and other applicable provisions of relevant laws.

RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT as required under Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the shareholders as on Record Date, on a proportionate basis under the tender offer route, provided that 15% of the number of Equity Shares which the Company proposes to buyback or the 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 applicable law and subject to all applicable legal provisions, be implemented using the “*Mechanism for acquisition of shares through Stock Exchange*” notified by SEBI by way of its circular dated April 13, 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, as amended from time to time, read with the SEBI’s circular dated December 9, 2016 bearing reference number CFD/DCR2/CIR/P/2016/131, or such other circulars or notifications, as may be applicable, and the Company shall approach either the BSE Limited (“**BSE**”) or the National Stock Exchange of India Limited (“**NSE**”) for facilitating the same (“**BSE and NSE collectively referred to as the “Stock Exchanges”**”).

RESOLVED FURTHER THAT the Buyback from shareholders/beneficial owners who are persons resident outside Indian, including, overseas corporate bodies, foreign institutional investors, foreign portfolio investors and shareholders of foreign nationality etc., 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 thereunder, Income Tax Act, 1961 and rules and regulations framed there under, as amended, if any.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or confer 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 and the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances of cash and cash equivalents (and not from any borrowed funds) and/ or internal; accruals of the Company and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 the mechanism for the Buyback, aggregate amount to be utilized for the Buyback (subject to the Buyback Offer Size), the number of Equity Shares to be bought back within the statutory limits, the record date, Buyback price, entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the 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 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 Securities and Exchange Board of India, RBI under the Foreign Exchange Management Act, 1999 and the rules and 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 SEBI, RBI, stock exchanges, RoC, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board (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 shareholders 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 SEBI, RBI, 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 shareholders 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.”

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

By order of the Board
For Smartlink Holdings Limited

Place: Verna - Goa
Date: January 11, 2021

Sd/-
Urjita Damle
Company Secretary & Compliance Officer

NOTES:

- (i) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act and Regulation 5(iv) read with Schedule I to the Buyback Regulations and the reasons for the proposed special business is annexed herewith.
- (ii) The Notice is being sent to all the shareholders, whose names appear on the register of members/ list of beneficial owners on Friday, January 1, 2021 as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, the registrar and share transfer agent of the Company. Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only. A copy of this Notice will also be available on the Company's website (www.smartlinkholdings.com), on the website of KFin Technologies Private Limited (evoting.kfintech.com) and at the relevant sections of the websites of the stock exchanges on which the Equity Shares of the Company are listed.
- (iii) The Company has appointed Shivaram Bhat, Practicing Company Secretary as Scrutiniser for conducting the E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of the E-voting in a fair and transparent manner. The results of the voting by E-voting will be announced on or before Friday, February 12, 2021 and will be placed on the website of the Company at www.smartlinkholdings.com for information of shareholders besides being communicated to BSE Limited and National Stock Exchange of India Limited and the stock exchanges on which the shares of the Company are listed. The Company will also display the results of the postal ballot at its registered office.
- (iv) Shareholders who have not registered their e-mail address are requested to register the same in respect of Equity Shares held in electronic form with the depository through their depository participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
- (v) In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Company Act and its rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited to provide E-voting facility.
- (vi) In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system.
- (vii) The voting rights of the shareholders shall be in proportion to their Equity Shares of the paid-up equity share capital of the Company as on Friday, January 1, 2021 being the cut-off date. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut off date (i.e., Friday, January 1, 2021) only shall be entitled to avail the facility of E-voting.
- (viii) Facility to exercise vote by E-voting will be available during the following period:

Commencement of voting: From 10.00 a.m. (IST) on Tuesday, January 12, 2021

End of voting: At 5.00 p.m. (IST) on Wednesday, February 10, 2021 (both days inclusive)
(The facility for voting through electronic means will be disabled for voting by KFin Technologies Private Limited upon expiry of the aforesaid voting period)

- (ix) Name, designation, address, e-mail ID and phone number of person responsible to address grievances connected with the E-voting:
Name: Urjita Damle
Designation: Company Secretary & Compliance Officer
Address: L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
Tel. No.: 0832 - 2885400
Email: Company.Secretary@smartlinkholdings.com
- (x) The last date for the E-voting i.e., Wednesday, February 10, 2021 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- (xi) All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Wednesday, February 10, 2021. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to Company.Secretary@smartlinkholdings.com.

General instructions and other information relating to E-voting are as under:

- (i) A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, January 1, 2021 only shall be entitled to avail the facility of e-voting.
- (ii) Any shareholder who holds the Equity Shares as on the cut-off date i.e., Friday, January 1, 2021, may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the shareholder is registered against Folio No./DP ID Client ID, the shareholder may send SMS:
MYEPWD<space>E-voting Event Number+Folio No. or DP ID Client ID to +91 9212993399.
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXX1234567890
 - b) If e-mail address of the shareholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the shareholder may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
 - c) Shareholders may call KFinTech’s toll free number 1-800-3454-001.
 - d) Shareholders may send an e-mail request to evoting@kfintech.com and inward.ris@kfintech.com. If the shareholder is already registered with the KFinTech’s e-voting platform, such shareholder can use his/her existing User ID and password for casting the vote through e-voting.

- (iii) The e-voting facility will be available during the following period:
- a) Commencement of e-voting: From 10.00 a.m. (IST) on Tuesday, January 12, 2021
 - b) End of e-voting: At 5.00 p.m. (IST) on Wednesday, February 10, 2021 (both days inclusive)
- The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.

Instructions and other information relating to e-voting:

1. In case a shareholder receives an email from KFin Technologies Private Limited for shareholders whose email IDs are registered with the Company/depository participant(s):
 - (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - (ii) Enter the login credentials (i.e., **User ID and password** as mentioned in email). Event Number followed by the Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited 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 Holdings Limited**.
 - (vii) On the voting page, enter the number of Equity 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 hereinabove. 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 or change the votes cast. During the voting period, shareholders can login any number of times till they have voted on all the resolution(s).
- (xii) Corporate/ institutional shareholders (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 email Id: cs.sbhat@gmail.com with a copy marked to evoting@kfintech.com and Company.Secretary@smartlinkholdings.com. The scanned image of the above-mentioned documents should be in the naming format “**Smartlink Holdings Limited - Postal Ballot**”. The documents should reach the scrutinizer on or before Wednesday, February 10, 2021 at 05.00 p.m. (IST).
2. **In case of shareholders who have not registered their e-mail address (including shareholders holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para (iv) of the “Notes” and the other instructions provided below.**
- a) If the mobile number of the shareholder is registered against Folio No./DP ID Client ID, the Member may send SMS:
MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL - MYEPWD <SPACE>IN12345612345678
Example for CDSL - MYEPWD <SPACE>1402345612345678
Example for Physical - MYEPWD <SPACE>XXXX1234567890
- b) If e-mail address or mobile number of the shareholder is registered against Folio No./DP ID Client ID, on the home page of <https://evoting.kfintech.com> the shareholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Please follow all steps from Sl. No. (i) to (xii) as mentioned in (1) above, to cast your vote.
3. The e-voting period will commence on Tuesday, January 12, 2021 at 10.00 a.m. (IST) and will end on Wednesday, February 10, 2021 at 5.00 p.m. (IST). During this period, the shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, January 1, 2021 may cast their vote by electronic means in the manner and process set out herein above. 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.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.kfintech.com> (KFin Technologies Private Limited’s website) or contact Mr. Naveen Kumar M, **Contact No.:** 040 6716 1565, **e-mail Id:** evoting@kfintech.com at **Unit: Smartlink Holdings Limited, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India.**
5. The voting rights of the shareholders shall be in proportion to their Equity Shares of the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013 as amended, as on cut-off date, being Friday, January 1, 2021.

6. All timings mentioned herein are IST.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND REGULATION 5(IV) READ WITH SCHEDULE I TO THE BUYBACK REGULATIONS

With an objective of rewarding the shareholders holding Equity Shares of the Company, through return of surplus cash, the Board at its meeting held on December 4, 2020 considered and approved the proposal for recommending the buyback of Equity Shares of the Company as contained in the resolution in the Notice for a total consideration not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only). The Buyback is proposed with an objective of rewarding the shareholders of the Company through return of surplus cash. As per the relevant provisions of the Companies Act and the Buyback Regulations, the explanatory statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the special resolution on the Buyback of the Company's Equity Shares.

The requisite details with respect to the Buyback are set out below:

(a) Necessity for the Buyback

Share buyback is the acquisition by a company of its own equity shares. The objective is to return surplus cash to the shareholders holding equity shares of the company. The Board at its meeting held on December 4, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2020 and decided to allocate a sum of INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only), for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend the Buyback of not exceeding 33,25,000 Equity Shares (representing 25% of the total number of Equity Shares in the total paid-up equity share capital of the Company) at a price of INR 95/- (Indian Rupees Ninety Five Only) per Equity Share ("**Buyback Offer Price**") for an aggregate consideration not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) ("**Buyback Offer Size**") i.e., representing 17.43% and 17.88% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020 respectively. Buyback is a more efficient form of distributing surplus cash to the shareholders 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 shareholders holding Equity Shares in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- (ii) The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation to the small shareholders the higher of (a) number of Equity Shares entitled as per their holdings; or (b) 15% of the number of Equity 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" in accordance with the definition as per Regulation 2(1)(n) 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 shareholders' value; and
- (iv) The Buyback gives an option to the shareholders 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 or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.

(b) Maximum amount required under the Buyback, its percentage of the total paid-up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty, advisors fees, filing fees, and other related and incidental expenses and charges, being 17.43% and 17.88% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020, respectively.

The Buyback would be financed out of the free reserves and/ or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws. The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, 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 Companies Act read along with Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice the paid-up equity share capital and free reserves based on both the standalone and consolidated financial statements of the Company as on March 31, 2020. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

(c) Maximum price at which the shares are proposed to be bought back and basis of arriving at the Buyback Price

The Equity Shares of the Company are proposed to be bought back at a price of INR 95/- (Indian Rupees Ninety Five Only) per Equity Share ("**Buyback Price**"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (BSE and NSE collectively referred to as "**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 INR 95/- (Indian Rupees Ninety Five Only) per Equity Share represents a premium of 31.78% and 30.56% over the volume weighted average price of the Equity Shares on BSE and NSE respectively for three (3) months preceding the date of intimation to the Stock Exchanges for the Board meeting to consider the proposal of the Buyback and 29.45% and 29.48% over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board meeting to consider the proposal of the Buyback.

(d) Maximum Number of shares that the Company proposes to buyback

The Company proposes to buyback fully paid-up Equity Shares for a consideration not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) at the Buyback Price of INR 95/- (Indian Rupees Ninety Five Only) per equity share. Considering the Buyback Offer size and the Buyback Offer Price, the resultant Equity Shares to be bought back shall be not more than 33,25,000 (Thirty Three Lakh Twenty Five Thousand) Equity Shares.

(e) Time limit for completion of the Buyback

The Buyback is proposed to be completed within twelve (12) months of the date of special resolution approving the proposed Buyback.

(f) 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 shareholders holding Equity Shares of the Company through the Tender Offer route, as prescribed under the Buyback Regulations and the mechanism notified under “*Mechanism for acquisition of shares through Stock Exchange*” vide the SEBI circular dated April 13, 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015 read with the SEBI’s circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. The Buyback will be implemented in accordance with the Companies Act and the rules made thereunder 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 shareholders 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 shareholder as on the Record Date, will receive a letter of offer along with a tender form indicating the entitlement of the shareholder for participating in the Buyback.

The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- (i) Reserved category for Small Shareholders; and
- (ii) General category for all other shareholders.

As defined in Regulation 2(i)(n) 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 INR 2,00,000/- (Indian Rupees Two Lakh Only). In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen per cent.) 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 shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of Equity 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. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option to tender additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, 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 shareholders holding Equity Shares of the Company as well as additional Equity 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 by way of its circular dated April 13, 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, read with the SEBI's circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. The Buyback Regulations require that the payment for the tendered Equity Shares be made within seven (7) working days of the closure of the Buyback offer. The Equity Shares validly tendered and purchased by the Company will be extinguished within seven (7) days of the expiry of the Buyback period.

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 shareholders holding Equity Shares of the Company as on the Record Date.

(g) Compliance with Section 68(2)(c) of the Companies Act and Regulation 4(i) of the Buyback Regulations

The aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020 is INR 181,25,60,000/- (Indian Rupees One Hundred Eighty One Crore Twenty Five Lakh Sixty Thousand Only) and INR 176,61,46,000/- (Indian Rupees One Hundred Seventy Six Crore Sixty One Lakh Forty Six Thousand Only) respectively. Under the provisions of the Companies Act and the Buyback Regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company. The maximum amount proposed to be utilized for the Buyback, is INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) and is therefore within the limit of 25% of the Company's total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as at March 31,2020.

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 number of Equity Shares in the total paid-up equity capital of the Company in that financial year. The proposed number of Equity Shares for the Buyback being a maximum of 33,25,000 is within the aforesaid 25% limit.

(h) Shareholding disclosures:

- (i) The aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group, where such promoter or promoter group entity is a company and of persons who are in control of the Company as on the date of this Notice:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage (%)
1.	Kamalaksha Rama Naik	66,50,000	50.00
2.	Arati Kamalaksha Naik	13,30,000	10.00
3.	Lakshana Amit Sharma	11,30,500	8.50
4.	Sudha Kamalaksha Naik	6,65,000	5.00
5.	Kamalaksha Rama Naik HUF	1,42,973	1.07
Total		99,18,473	74.57

- (ii) None of the directors or key managerial personnel of the Company hold any Equity Shares in the Company as on the date of this Notice, other than those mentioned below:

Sr. No.	Name of member	Designation	No. of shares held	Percentage (%)
1.	Kamalaksha Rama Naik	Executive Chairman	66,50,000	50.00
2.	Arati Naik	Executive Director	13,30,000	10.00
3.	K. M. Gaonkar	Independent Director	19,774	0.15
4.	K. G. Prabhu	Chief Financial Officer	5	Negligible
Total			79,99,779	60.15

- (iii) None of the promoters, members of the promoter group, directors of the promoters and promoter group, where such promoter or promoter group entity is a company and of persons who are in control of the Company have purchased/sold (either through the stock exchanges or off market transaction) Equity Shares or other specified securities during the period from six (6) months preceding December 4, 2020 being the date of the Board Meeting at which the Buyback was approved, and from that date till the date of this Notice.

(i) Intention of the promoters, members of the promoter group and persons in control of the Company to tender Equity Shares for Buyback indicating the number of shares, details of acquisitions or with dates and price:

In terms of the Buyback Regulations, under the tender offer route, the promoters and members of the promoter group of the Company have an option to participate in the Buyback. In this regard, the promoters of the Company have expressed their intention by way of a letter dated December 4, 2020, to participate in the Buyback and offer up to an aggregate maximum of Equity Shares as mentioned in the table below or any such lower number of shares in compliance with the Buyback Regulations/ terms of the Buyback.

Details of the date and price of acquisition of the Equity Shares that the promoters intend to tender in the Buyback are as follows:

KAMALAKSHMA RAMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
1.	Mar 31, 1993	500	2	Purchase*	2.0	1,000	Cash
2.	Jan 9, 1995	5,00,000	2	Purchase*	2.0	1,000,000	Cash
3.	May 22, 1995	2,369,200	2	Purchase*	2.0	4,738,400	Cash
4.	Feb 4, 1999	250,000	2	Purchase*	2.0	500,000	Cash
5.	Mar 13, 1999	250,000	2	Purchase*	2.0	500,000	Cash
6.	Feb 11, 2000	1,750,000	2	Purchase*	2.0	3,500,000	Cash
7.	Sep 22, 2000	500	2	Purchase*	2.0	1,000	Cash
8.	Mar 11, 2003	37,800	2	Purchase*	52.4	1,980,720	Cash
9.	Mar 12, 2003	55,231	2	Purchase*	54.6	3,015,613	Cash
10.	Mar 13, 2003	26,920	2	Purchase*	53.7	1,445,604	Cash
11.	Mar 17, 2003	16,025	2	Purchase*	52.4	839,710	Cash
12.	Mar 19, 2003	19,027	2	Purchase*	53.2	1,012,236	Cash
13.	Mar 20, 2003	5,950	2	Purchase*	53.1	315,945	Cash
14.	Mar 28, 2003	1,200	2	Purchase*	53.0	63,600	Cash
15.	Sep 12, 2003	42,142	2	Purchase*	94.8	3,995,062	Cash
16.	Sep 15, 2003	136,258	2	Purchase*	93.2	12,699,246	Cash
17.	Aug 18, 2004	14,240	2	Purchase*	104.7	1,490,928	Cash
18.	Jul 7, 2009	7,634,698	2	Demerger	N. A	N. A	Other than Cash
19.	Jan 21, 2010	90,486	2	Purchase*	51.9	4,696,223	Cash
20.	Jan 22, 2010	39,514	2	Purchase*	50.8	2,007,311	Cash
21.	Jan 27, 2010	70,000	2	Purchase*	49.5	3,465,000	Cash
22.	May 14, 2010	137,000	2	Purchase*	50.0	6,850,000	Cash
23.	May 18, 2010	6,249	2	Purchase*	48.4	302,451	Cash
24.	May 19, 2010	23,000	2	Purchase*	48.3	1,110,900	Cash
25.	May 20, 2010	6,701	2	Purchase*	48.7	326,339	Cash
26.	May 24, 2010	13,269	2	Purchase*	48.8	547,527	Cash
27.	May 25, 2010	5,332	2	Purchase*	46.4	247,405	Cash

KAMALAKSHMA RAMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
28.	May 31, 2010	4,000	2	Purchase*	48.8	195,200	Cash
29.	Jun 1, 2010	12,597	2	Purchase*	48.4	609,695	Cash
30.	Jun 3, 2010	8,000	2	Purchase*	48.7	389,600	Cash
31.	Jun 4, 2010	87,600	2	Purchase*	49.1	4,301,160	Cash
32.	Jun 7, 2010	107,000	2	Purchase*	49.1	5,253,700	Cash
33.	Jun 8, 2010	66,000	2	Purchase*	49.0	3,234,000	Cash
34.	Jun 9, 2010	53,400	2	Purchase*	48.9	2,611,260	Cash
35.	Jun 15, 2010	2,772	2	Purchase*	49.8	138,046	Cash
36.	Jun 22, 2010	1,734	2	Purchase*	52.0	90,168	Cash
37.	Jun 23, 2010	88,750	2	Purchase*	54.6	4,845,750	Cash
38.	Jun 24, 2010	84,224	2	Purchase*	54.8	4,615,475	Cash
39.	Jun 25, 2010	81,051	2	Purchase*	54.6	4,425,384	Cash
40.	Jun 29, 2010	67,964	2	Purchase*	53.2	3,615,685	Cash
41.	Jun 30, 2010	4,720	2	Purchase*	51.4	242,608	Cash
42.	Jul 29, 2010	2,276	2	Purchase*	51.3	116,759	Cash
43.	Jul 30, 2010	14,825	2	Purchase*	51.1	757,558	Cash
44.	Aug 2, 2010	9,690	2	Purchase*	51.2	496,128	Cash
45.	Aug 3, 2010	3,000	2	Purchase*	51.2	153,600	Cash
46.	Aug 4, 2010	1,204	2	Purchase*	51.2	61,645	Cash
47.	Aug 5, 2010	5,510	2	Purchase*	51.1	281,561	Cash
48.	Aug 6, 2010	53,691	2	Purchase*	51.8	2,781,194	Cash
49.	Aug 9, 2010	100	2	Purchase*	52.0	5,200	Cash
50.	Aug 10, 2010	3,462	2	Purchase*	52.1	180,370	Cash
51.	Aug 11, 2010	40,167	2	Purchase*	51.6	2,072,617	Cash
52.	Aug 12, 2010	36,495	2	Purchase*	51.2	1,868,544	Cash
53.	Aug 13, 2010	1,215	2	Purchase*	51.2	62,208	Cash
54.	Sep 2, 2010	20,064	2	Purchase*	61.5	1,233,936	Cash
55.	Sep 3, 2010	29,124	2	Purchase*	61.5	1,791,126	Cash
56.	Sep 6, 2010	5,704	2	Purchase*	64.5	367,908	Cash
57.	Sep 7, 2010	32,316	2	Purchase*	64.3	2,077,919	Cash

KAMALAKSHMA RAMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
58.	Sep 8, 2010	10,544	2	Purchase*	64.5	680,088	Cash
59.	Sep 16, 2010	12,117	2	Purchase*	74.3	900,293	Cash
60.	Sep 17, 2010	3,799	2	Purchase*	74.1	281,506	Cash
61.	Sep 27, 2010	1,818	2	Purchase*	74.2	134,896	Cash
62.	Dec 20, 2011	6,175	2	Purchase*	48.0	296,400	Cash
63.	Dec 21, 2011	18,504	2	Purchase*	48.6	899,294	Cash
64.	Dec 22, 2011	2,582	2	Purchase*	49.8	128,584	Cash
65.	Dec 23, 2011	7,720	2	Purchase*	50.8	392,176	Cash
66.	Dec 26, 2011	193,950	2	Purchase*	51.7	10,027,215	Cash
67.	Dec 28, 2011	605,760	2	Purchase*	53.0	32,105,280	Cash
68.	Dec 29, 2011	353,007	2	Purchase*	52.8	18,638,770	Cash
69.	Dec 4, 2012	14,120	2	Purchase*	52.3	738,476	Cash
70.	Dec 15, 2012	1,500	2	Purchase (Transfer)	49.0	73,500	Cash
71.	Dec 28, 2012	1,500	2	Purchase (Transfer)	49.0	73,500	Cash
72.	Jun 30, 2016	(4,174,721)	2	Buyback	110.0	(459,219,310)	Cash
73.	Jul 3, 2018	(3,068,185)	2	Buyback	120.0	(368,182,200)	Cash
74.	Sep 21, 2018	477	2	Purchase*	97.0	46,269	Cash
75.	Sep 24, 2018	2,134	2	Purchase*	98.55	210,306	Cash
76.	Sep 24, 2018	26,731	2	Purchase*	98.4	2,630,330	Cash
77.	Sep 25, 2018	1,822	2	Purchase*	98.5	179,467	Cash
78.	Sep 25, 2018	20,620	2	Purchase*	99.0	2,041,380	Cash
79.	Nov 12, 2018	9,552	2	Purchase*	92.95	887,858	Cash
80.	Nov 13, 2018	100	2	Purchase*	92.0	9,200	Cash
81.	Nov 13, 2018	3,298	2	Purchase*	93.3	307,703	Cash
82.	Nov 15, 2018	3,827	2	Purchase*	93.9	359,355	Cash
83.	Nov 15, 2018	4,281	2	Purchase*	92.95	397,919	Cash
84.	Dec 7, 2018	1,169	2	Purchase*	88.75	103,749	Cash
85.	Dec 7, 2018	1,780	2	Purchase*	88.9	158,242	Cash
86.	Nov 13, 2019	(1,907,763)	2	Buyback	130.0	(248,009,190)	Cash

KAMALAKSHMA RAMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
87.	Dec 24, 2019	61,885	2	Purchase*	97.75	6,049,041	Cash
Total		6,650,000					
Maximum number of Equity Shares to be tendered up to 66,50,000							

*Open Market Purchase

[#]Adjusted for stock split

ARATI KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
1.	Jan 9, 1995	100,000	2	Purchase*	2.0	200,000	Cash
2.	May 22, 1995	425,000	2	Purchase*	2.0	850,000	Cash
3.	Feb 11, 2000	300,000	2	Purchase*	2.0	600,000	Cash
4.	Apr 2, 2003	40,000	2	Gift	N.A.	N.A.	Other than cash
5.	Jul 7, 2009	1,206,214	2	Demerger	N.A.	N.A.	Other than cash
6.	Jun 10, 2010	14,762	2	Purchase*	49.6	732,195	Cash
7.	Jun 11, 2010	7,252	2	Purchase*	49.2	356,798	Cash
8.	Jun 22, 2010	6,722	2	Purchase*	52.2	350,888	Cash
9.	Jun 24, 2010	50	2	Purchase*	54.8	2,740	Cash
10.	Jul 29, 2010	340	2	Purchase*	51.2	17,408	Cash
11.	Dec 21, 2011	10,000	2	Purchase*	48.7	487,000	Cash
12.	Dec 22, 2011	3,983	2	Purchase*	49.7	197,955	Cash
13.	Dec 23, 2011	1,505	2	Purchase*	50.9	76,604	Cash
14.	Dec 26, 2011	139,994	2	Purchase*	51.6	7,223,690	Cash
15.	Dec 27, 2011	25,000	2	Purchase*	52.8	1,320,000	Cash
16.	Dec 28, 2011	121,800	2	Purchase*	52.2	6,357,960	Cash
17.	Jun 25, 2012	475	2	Purchase*	45.2	21,470	Cash
18.	Jun 26, 2012	3,217	2	Purchase*	48.0	154,416	Cash
19.	Jun 27, 2012	23,885	2	Purchase*	49.1	1,172,753	Cash
20.	Aug 6, 2012	5,204	2	Purchase*	47.3	246,149	Cash
21.	Aug 13, 2012	6,977	2	Purchase*	48.0	334,896	Cash
22.	Aug 16, 2012	6,445	2	Purchase*	49.4	318,383	Cash
23.	Aug 30, 2012	10,000	2	Purchase*	49.2	492,000	Cash

ARATI KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
24.	Aug 31, 2012	22,201	2	Purchase*	49.9	1,107,829	Cash
25.	Sep 5, 2012	9,496	2	Purchase*	49.9	473,850	Cash
26.	Sep 6, 2012	2,923	2	Purchase*	50.0	146,150	Cash
27.	Sep 7, 2012	3,213	2	Purchase*	49.9	160,328	Cash
28.	Sep 8, 2012	8,100	2	Purchase*	50.2	406,620	Cash
29.	Sep 10, 2012	4,463	2	Purchase*	50.0	223,150	Cash
30.	Sep 11, 2012	7,508	2	Purchase*	50.2	376,901	Cash
31.	Sep 12, 2012	1,242	2	Purchase*	50.0	62,100	Cash
32.	Sep 13, 2012	2,754	2	Purchase*	50.2	138,250	Cash
33.	Sep 14, 2012	8,512	2	Purchase*	49.9	424,748	Cash
34.	Sep 17, 2012	88	2	Purchase*	50.7	4,461	Cash
35.	Sep 18, 2012	11,020	2	Purchase*	51.5	567,530	Cash
36.	Sep 27, 2012	7,583	2	Purchase*	51.6	391,283	Cash
37.	Sep 28, 2012	3,372	2	Purchase*	51.5	173,658	Cash
38.	Nov 21, 2012	2,829	2	Purchase*	51.6	145,976	Cash
39.	Nov 22, 2012	10,100	2	Purchase*	51.4	519,140	Cash
40.	Nov 23, 2012	3,381	2	Purchase*	51.4	173,783	Cash
41.	Nov 26, 2012	6,885	2	Purchase*	51.8	356,643	Cash
42.	Nov 27, 2012	13,363	2	Purchase*	52.3	698,885	Cash
43.	Nov 29, 2012	1,557	2	Purchase*	52.0	80,964	Cash
44.	Nov 30, 2012	2,258	2	Purchase*	52.3	118,093	Cash
45.	Dec 3, 2012	7,751	2	Purchase*	52.2	404,602	Cash
46.	Dec 4, 2012	27,341	2	Purchase*	52.3	1429,934	Cash
47.	Dec 5, 2012	4,729	2	Purchase*	52.3	247,327	Cash
48.	Dec 6, 2012	1,013	2	Purchase*	52.2	52,879	Cash
49.	Dec 17, 2012	4,845	2	Purchase*	52.7	255,331	Cash
50.	Dec 21, 2012	8,260	2	Purchase*	52.3	431,998	Cash
51.	Dec 24, 2012	11,959	2	Purchase*	52.8	631,435	Cash
52.	Dec 27, 2012	11,742	2	Purchase*	54.4	638,769	Cash
53.	Dec 28, 2012	17,084	2	Purchase*	53.9	920,828	Cash
54.	Dec 31, 2012	158,335	2	Purchase*	57.5	9,104,263	Cash
55.	Feb 7, 2013	11,208	2	Purchase*	55.2	618,687	Cash
56.	Feb 8, 2013	1,546	2	Purchase*	54.9	84,875	Cash
57.	Feb 11, 2013	2,575	2	Purchase*	55.0	141,625	Cash

ARATI KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
58.	Feb 13, 2013	6,973	2	Purchase*	54.5	380,029	Cash
59.	Feb 14, 2013	4,945	2	Purchase*	54.8	270,986	Cash
60.	Feb 15, 2013	16,955	2	Purchase*	54.9	930,830	Cash
61.	Feb 18, 2013	5,403	2	Purchase*	54.9	296,625	Cash
62.	Feb 19, 2013	3,494	2	Purchase*	54.9	191,821	Cash
63.	Feb 20, 2013	653	2	Purchase*	55.0	35,915	Cash
64.	Feb 21, 2013	2,468	2	Purchase*	55.7	137,468	Cash
65.	Feb 22, 2013	4,495	2	Purchase*	55.8	250,821	Cash
66.	Feb 26, 2013	3,182	2	Purchase*	55.6	176,919	Cash
67.	Feb 27, 2013	2,430	2	Purchase*	56.6	137,538	Cash
68.	Feb 28, 2013	4,384	2	Purchase*	56.1	245,942	Cash
69.	Mar 1, 2013	4,017	2	Purchase*	56.5	226,960	Cash
70.	Mar 4, 2013	8,180	2	Purchase*	56.3	460,534	Cash
71.	Mar 5, 2013	2,370	2	Purchase*	56.2	133,194	Cash
72.	Mar 6, 2013	2,050	2	Purchase*	56.6	116,030	Cash
73.	Mar 7, 2013	2,387	2	Purchase*	56.8	135,582	Cash
74.	Mar 8, 2013	4,897	2	Purchase*	56.5	276,681	Cash
75.	Mar 11, 2013	7,411	2	Purchase*	56.6	419,463	Cash
76.	Mar 12, 2013	227	2	Purchase*	57.2	12,984	Cash
77.	Mar 13, 2013	57,315	2	Purchase*	59.7	3,421,706	Cash
78.	Mar 14, 2013	3,952	2	Purchase*	59.4	234,749	Cash
79.	Mar 15, 2013	5,279	2	Purchase*	58.4	308,294	Cash
80.	Jun 30, 2016	(803208)	2	Buyback	110.0	(88,352,880)	Cash
81.	Sep 27, 2017	1,600	2	Purchase*	95.2	152,320	Cash
82.	Sep 27, 2017	15,089	2	Purchase*	95.2	1,436,473	Cash
83.	Sep 28, 2017	10,462	2	Purchase*	95.8	1,002,260	Cash
84.	Sep 28, 2017	17,529	2	Purchase*	96.5	1,691,549	Cash
85.	Jul 3, 2018	(602,245)	2	Buyback	120.0	(72,269,400)	Cash
86.	Aug 28, 2018	2,100	2	Purchase*	94.95	199,395	Cash
87.	Aug 28, 2018	1,424	2	Purchase*	94.95	135,209	Cash
88.	Aug 29, 2018	505	2	Purchase*	95.5	48,228	Cash
89.	Aug 29, 2018	4,385	2	Purchase*	95.8	420,083	Cash
90.	Aug 30, 2018	1,095	2	Purchase*	97.15	106,379	Cash
91.	Aug 30, 2018	1,468	2	Purchase*	96.75	142,029	Cash

ARATI KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
92.	Aug 31, 2018	3,221	2	Purchase*	98.75	318,074	Cash
93.	Aug 31, 2018	10,552	2	Purchase*	98.05	1,034,624	Cash
94.	Sep 5, 2018	1,127	2	Purchase*	99.7	112,362	Cash
95.	Sep 5, 2018	8,093	2	Purchase*	99.0	801,207	Cash
96.	Sep 6, 2018	1,911	2	Purchase*	99.5	190,145	Cash
97.	Sep 6, 2018	6,370	2	Purchase*	99.45	633,497	Cash
98.	Nov 13, 2019	(380,616)	2	Buyback	130.0	(49,480,080)	Cash
99.	Dec 19, 2019	15,610	2	Purchase*	84.76	1,323,144	Cash
Total		1,330,000					
Maximum number of Equity Shares to be tendered upto 13,30,000							

*Open Market Purchase

[#] Adjusted for stock split

LAKSHANA AMIT SHARMA							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction value (INR)	Consideration
1.	Jan 9, 1995	287,500	2	Purchase*	2.0	575,000	Cash
2.	May 22, 1995	212,500	2	Purchase*	2.0	425,000	Cash
3.	Mar 11, 1997	312,300	2	Purchase*	2.0	624,600	Cash
4.	Apr 17, 2002	(25,000)	2	Sale*	102.0	(2,550,000)	Cash
5.	Apr 18, 2002	(10,500)	2	Sale*	100.5	(1,055,250)	Cash
6.	Apr 25, 2002	(20,000)	2	Sale*	101.1	(2,022,000)	Cash
7.	Apr 28, 2002	(30,000)	2	Sale*	102.5	(3,075,000)	Cash
8.	May 6, 2002	(14,500)	2	Sale*	112.8	(1,635,600)	Cash
9.	Jul 7, 2009	993,279	2	Demerger	N.A.	N.A.	Other than cash
10.	Jun 10, 2010	22,504	2	Purchase*	49.3	1,109,447	Cash
11.	Jun 11, 2010	4,000	2	Purchase*	49.1	196,400	Cash
12.	Jun 15, 2010	5,995	2	Purchase*	49.6	297,352	Cash
13.	Jun 18, 2010	1,122	2	Purchase*	51.6	57,895	Cash
14.	Jun 21, 2010	6,000	2	Purchase*	52.4	314,400	Cash
15.	Jun 22, 2010	16,254	2	Purchase*	52.2	848,459	Cash
16.	Jun 23, 2010	38,546	2	Purchase*	54.2	2,089,193	Cash
17.	Jul 29, 2010	291	2	Purchase*	50.9	14,812	Cash
18.	Dec 11, 2012	4,785	2	Purchase*	51.8	247,863	Cash

LAKSHANA AMIT SHARMA							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction value (INR)	Consideration
19.	Dec 12, 2012	5,719	2	Purchase*	52.1	297,960	Cash
20.	Dec 13, 2012	6,673	2	Purchase*	52.3	348,998	Cash
21.	Dec 14, 2012	13,373	2	Purchase*	52.2	698,071	Cash
22.	Jun 30, 2016	(487,982)	2	Buyback	110.0	(53,678,020)	Cash
23.	Jun 28, 2017	1,660	2	Purchase*	96.6	160,356	Cash
24.	Jun 28, 2017	13,559	2	Purchase*	96.7	1,311,155	Cash
25.	Jun 29, 2017	78,000	2	Purchase*	97.5	7,605,000	Cash
26.	Jun 29, 2017	3,000	2	Purchase*	97.2	291,600	Cash
27.	Jun 30, 2017	790	2	Purchase*	96.8	76,472	Cash
28.	Sep 14, 2017	2,180	2	Purchase*	93.2	203,176	Cash
29.	Sep 15, 2017	2,410	2	Purchase*	93.7	225,817	Cash
30.	Sep 18, 2017	1,750	2	Purchase*	93.0	162,750	Cash
31.	Sep 18, 2017	2,240	2	Purchase*	93.2	208,768	Cash
32.	Sep 19, 2017	11,944	2	Purchase*	93.9	1,121,542	Cash
33.	Sep 21, 2017	1,320	2	Purchase*	93.1	122,892	Cash
34.	Sep 21, 2017	7,672	2	Purchase*	93.3	715,798	Cash
35.	Sep 22, 2017	13,073	2	Purchase*	93.6	1,223,633	Cash
36.	Sep 22, 2017	28,097	2	Purchase*	93.5	2,627,070	Cash
37.	Sep 25, 2017	6,791	2	Purchase*	93.9	637,675	Cash
38.	Sep 25, 2017	45,183	2	Purchase*	94.6	4,274,312	Cash
39.	Sep 28, 2017	53,174	2	Purchase*	99.9	5,312,083	Cash
40.	Sep 28, 2017	26,872	2	Purchase*	99.2	2,665,702	Cash
41.	Sep 29, 2017	9,497	2	Purchase*	100.0	949,700	Cash
42.	Sep 29, 2017	12,415	2	Purchase*	99.7	1,237,776	Cash
43.	Jul 3, 2018	(444,536)	2	Buyback	120.0	(53,344,320)	Cash
44.	Sep 6, 2018	220	2	Purchase*	98.2	21,604	Cash
45.	Sep 6, 2018	4,836	2	Purchase*	99.8	482,633	Cash
46.	Sep 7, 2018	194	2	Purchase*	99.4	19,284	Cash
47.	Sep 7, 2018	8,296	2	Purchase*	100.45	833,333	Cash
48.	Sep 10, 2018	3,418	2	Purchase*	100.75	344,364	Cash
49.	Sep 10, 2018	2,817	2	Purchase*	99.8	281,137	Cash
50.	Sep 17, 2018	102	2	Purchase*	98.5	10,047	Cash
51.	Sep 17, 2018	3,442	2	Purchase*	100.0	344,200	Cash
52.	Sep 18, 2018	1,600	2	Purchase*	99.75	159,600	Cash
53.	Sep 18, 2018	4,032	2	Purchase*	99.5	401,184	Cash

LAKSHANA AMIT SHARMA							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction value (INR)	Consideration
54.	Sep 19, 2018	1,003	2	Purchase*	100.0	100,300	Cash
55.	Sep 19, 2018	1,000	2	Purchase*	99.05	99,050	Cash
56.	Feb 13, 2019	17,342	2	Purchase*	82.45	1,429,848	Cash
57.	Feb 13, 2019	2,058	2	Purchase*	81.0	166,698	Cash
58.	Feb 14, 2019	5,254	2	Purchase*	81.6	428,726	Cash
59.	Feb 14, 2019	1,655	2	Purchase*	80.75	133,641	Cash
60.	Feb 27, 2019	2,967	2	Purchase*	80.4	238,547	Cash
61.	Feb 27, 2019	2,614	2	Purchase*	79.9	208,859	Cash
62.	Feb 28, 2019	15,480	2	Purchase*	82.35	1,274,778	Cash
63.	Feb 28, 2019	2,594	2	Purchase*	80.95	209,984	Cash
64.	Mar 28, 2019	42,927	2	Purchase*	99.5	4,271,237	Cash
65.	Mar 28, 2019	39,244	2	Purchase*	98.0	3,845,912	Cash
66.	Nov 13, 2019	(310,564)	2	Buyback	130.0	(40,373,320)	Cash
67.	Dec 23, 2019	21,267	2	Purchase*	85.6	1,820,516	Cash
68.	Dec 24, 2019	36,252	2	Purchase*	91.39	3,312,941	Cash
69.	Dec 26, 2019	500	2	Purchase*	89.3	44,654	Cash
Total		1,130,500					
Maximum number of Equity Shares to be tendered up to 11,30,500							

*Open market purchase

[#]Adjusted for stock split

SUDHA KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
1.	Jan 9, 1995	150,000	2	Purchase*	2.0	300,000	Cash
2.	May 22, 1995	30,000	2	Purchase*	2.0	60,000	Cash
3.	Feb 11, 2000	400,000	2	Purchase*	2.0	800,000	Cash
4.	Apr 2, 2003	40,000	2	Gift	N.A.	N.A.	Other than cash
5.	Jul 7, 2009	864,570	2	Demerger	N.A.	N.A.	Other than cash
6.	Jun 10, 2010	15,430	2	Purchase*	49.1	757,613	Cash
7.	Jul 29, 2010	243	2	Purchase*	51.0	12,393	Cash
8.	Jun 30, 2016	(399,866)	2	Buyback	110.0	(43,985,260)	Cash
9.	Sep 26, 2017	5,549	2	Purchase*	96.4	534,924	Cash

SUDHA KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
10.	Sep 26, 2017	21,574	2	Purchase*	96.1	2,073,261	Cash
11.	Jul 3, 2018	(301,123)	2	Buyback	120.0	(36,134,760)	Cash
12.	Sep 19, 2018	198	2	Purchase*	99.15	19,632	Cash
13.	Sep 19, 2018	2,521	2	Purchase*	99.65	251,218	Cash
14.	Sep 21, 2018	5,381	2	Purchase*	99.7	536,486	Cash
15.	Sep 21, 2018	13,063	2	Purchase*	100.0	1,306,300	Cash
16.	Nov 13, 2019	(190,316)	2	Buyback	130.0	(24,741,080)	Cash
17.	Dec 19, 2019	7,776	2	Purchase*	83.2	647,009	Cash
Total		6,65,000					
Maximum number of Equity Shares to be tendered upto 6,65,000							

*Open market purchase

[#]Adjusted for stock split

KAMALAKSHMA RAMA NAIK (HUF)							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
1.	Nov 1, 2001	6,685	2	Purchase*	59.0	394,415	Cash
2.	Nov 2, 2001	4,815	2	Purchase*	59.9	288,419	Cash
3.	Nov 5, 2001	3,910	2	Purchase*	59.1	231,081	Cash
4.	Nov 6, 2001	1,600	2	Purchase*	60.1	96,160	Cash
5.	Nov 7, 2001	2,750	2	Purchase*	60.5	166,375	Cash
6.	Nov 8, 2001	250	2	Purchase*	61.5	15,375	Cash
7.	Nov 9, 2001	1,000	2	Purchase*	61.6	61,600	Cash
8.	Nov 12, 2001	1,575	2	Purchase*	60.9	95,918	Cash
9.	Nov 13, 2001	1,575	2	Purchase*	61.2	96,390	Cash
10.	Nov 14, 2001	175	2	Purchase*	61.7	10,798	Cash
11.	Nov 15, 2001	750	2	Purchase*	60.8	45,600	Cash
12.	Nov 19, 2001	3,675	2	Purchase*	60.4	221,970	Cash
13.	Nov 20, 2001	1,625	2	Purchase*	61.4	99,775	Cash
14.	Nov 21, 2001	800	2	Purchase*	63.0	50,400	Cash
15.	Nov 22, 2001	525	2	Purchase*	62.5	32,813	Cash
16.	Nov 23, 2001	250	2	Purchase*	64.1	16,025	Cash
17.	Nov 26, 2001	125	2	Purchase*	64.1	8,013	Cash
18.	Nov 27, 2001	3,250	2	Purchase*	63.1	205,075	Cash

KAMALAKSHMA RAMA NAIK (HUF)							
Sr. No.	Transaction Date	Equity Shares [#]	Face Value (INR)	Nature of transaction	Issue /Transfer Price [#] (INR)	Transaction Value (INR)	Consideration
19.	Nov 28, 2001	1,550	2	Purchase*	57.2	88,660	Cash
20.	Nov 29, 2001	625	2	Purchase*	61.7	38,563	Cash
21.	Dec 3, 2001	750	2	Purchase*	61.9	46,425	Cash
22.	Dec 4, 2001	275	2	Purchase*	62.7	17,243	Cash
23.	Dec 5, 2001	125	2	Purchase*	62.3	7,788	Cash
24.	Dec 6, 2001	150	2	Purchase*	61.1	9,165	Cash
25.	Dec 7, 2001	900	2	Purchase*	61.1	54,990	Cash
26.	Dec 10, 2001	875	2	Purchase*	62.6	54,775	Cash
27.	Dec 11, 2001	1,125	2	Purchase*	62.2	69,975	Cash
28.	Dec 12, 2001	1,050	2	Purchase*	61.8	64,890	Cash
29.	Dec 13, 2001	7,500	2	Purchase*	60.9	456,750	Cash
30.	Dec 14, 2001	875	2	Purchase*	61.1	53,463	Cash
31.	Feb 14, 2002	50,000	2	Purchase*	62.0	3,100,000	Cash
32.	Apr 2, 2003	42,100	2	Gift	N.A.	N.A.	Other than cash
33.	Jul 7, 2009	199,736	2	Demerger	N.A.	N.A.	Other than cash
34.	Jun 30, 2016	(91,414)	2	Buyback	110.0	(10,055,540)	Cash
35.	Jul 3, 2018	(67,183)	2	Buyback	120.0	(8,061,960)	Cash
36.	Nov 13, 2019	(41,401)	2	Buyback	130.0	(5,382,130)	Cash
Total		142,973					
Maximum number of Equity Shares to be tendered up to 142,973							

*Open Market Purchase

[#]Adjusted for stock split

(j) No defaults

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 institutions or banks.

(k) Confirmation that the Board has made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after Buyback will continue to be able to meet its liabilities and will not be rendered insolvent

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 meeting of the Board convened for approving the Buyback i.e., December 4, 2020 (“**Board Meeting**”) and the date of

passing the special resolution by postal ballot (i.e., the last date specified by the Company for e-voting), 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 i.e., December 4, 2020 and the date of declaration of the results of the Postal Ballot and having regard to the Board's intentions 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 (1) year from the date of the Board Meeting and also from the date of passing the special resolution by postal ballot (i.e. the last date specified by the Company for e-voting); and
- (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 and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent notified and in force).

(I) 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 December 4, 2020 received from MSKA & Associates, Chartered Accountants, Firm Registration Number: 105047W, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Independent Auditors' Report on the proposed buy-back of equity shares pursuant to Regulation 5(iv)(b) read along with Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68 of the Companies Act, 2013, as amended

To,

The Board of Directors,
Smartlink Holdings Limited
(Formerly Smartlink Network Systems Limited)
L-7, Verna Industrial Estate, Verna, Salcete
Goa - 403 772

Dear Sirs,

1. We have been requested by Smartlink Holdings Limited (the "**Company**") having its registered office at L-7, Verna Industrial Estate, Verna, Salcete – Goa, vide engagement letter dated December 1, 2020 in connection with the proposed buyback of equity shares as approved by the board of directors of the Company at its meeting held on December 4, 2020 in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "**Act**") and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "**SEBI Buyback Regulations**"), as amended, which is subject to the passing of the special resolution by the shareholders of the Company by postal ballot, to perform a reasonable assurance engagement on the Statement of determination of the permissible capital payment (the "**Statement**"), which has been prepared by the management and is attached as Annexure A, and which we have initialed for identification purposes only.

Management's Responsibility for the Statement

2. The management of the Company is responsible for:
 - a. The preparation of the Statement in accordance with Section 68 (2)(c) of the Act and the compliance of the SEBI Buyback Regulations, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - b. Ensuring that the Company complies with the requirements of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance in accordance with the terms of the engagement letter, in the form of an opinion on the following:
 - (i) an enquiry into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020 which were approved by the Board of Directors of the Company at their meeting held on July 14, 2020;
 - (ii) Whether the amount of capital payment for the buyback of equity shares is within the permissible limit determined in accordance with the provisions of Section 68 (2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one (1) year from the date of the board meeting held on December 04, 2020 and also from the date of passing the special resolution by postal ballot (i.e. the last date specified by the Company for e-voting).
4. The following documents have been furnished by the Company:
 - a. The Statement of determination of the permissible capital payment.
 - b. Audited standalone and consolidated financial statements for the year ended March 31, 2020;
 - c. Copy of Articles of Association of the Company;
 - d. Certified copy of the resolution passed at the Board of Directors meeting held on December 04, 2020 approving the buyback;
 - e. Copies of the Directors' declarations on the ability of the Company to meet its liabilities and not being rendered insolvent within a period of one (1) year from the date of the board meeting held on December 04, 2020 approving the buyback and also from the date of passing the special resolution by postal ballot (i.e. the last date specified by the Company for e-voting);

- f. necessary representations from the management that the Company complies with the requirements of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations.
5. We have audited the standalone and consolidated financial statements of the Company as of and for the financial year ended March 31, 2020, on which we issued unmodified audit opinions vide our audit reports dated July 14, 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria mentioned in paragraph 3 above. The procedures selected depend on the auditor’s judgment, including the assessment of the risks associated with the reporting criteria. We have performed the following procedures in relation to the Statement:
 - (i) We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020;
 - (ii) Examined authorization for buy back by the Articles of Association of the Company;
 - (iii) Obtained certified copy of the resolution passed at the Board of Directors meeting held on December 04, 2020 approving the buyback;
 - (iv) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit determined in accordance with section 68 (2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - (v) Examined that the ratio of debt owned by the Company, if any, will not exceed twice the equity paid-up capital and its free reserve after such buy-back;
 - (vi) Examined Directors’ declarations on the ability of the Company to meet its liabilities and not being rendered insolvent within a period of one (1) year from the date of the board meeting held on December 04, 2020 approving the buyback and also from the date of passing the special resolution by postal ballot (i.e. the last date specified by the Company for e-voting); and
 - (vii) Obtained necessary representations from the management of the Company.

Except for the foregoing procedures specified in paragraph 8 above and compliance with relevant provisions of the Act and SEBI Buyback Regulations, our scope of work did not include verification of compliance with the other requirements of the Act and the SEBI Buyback Regulations, other circulars, notifications, etc. as issued by the relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not include performing audit tests for the purpose of expressing

an opinion on the fairness or accuracy of any of the financial information or the statements of the Company, taken as a whole.

Opinion

9. Based on our examination of the documents and records produced before us for verification and the representation and explanations provided to us, in our opinion
 - a. We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020, and approved by the Board of Directors of the Company at their meeting held on July 14, 2020;
 - b. the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020;
 - c. the Board of Directors, in their meeting held on December 04, 2020, have formed their opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one (1) year from (i) the date of the Board Meeting and also from (ii) the date of passing the special resolution by postal ballot (i.e. the last date specified by the Company for e-voting).

Restriction on Use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations; (ii) to enable the Board of Directors of the Company to include it in the postal ballot notice (including the explanatory statement), public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; (iii) for providing to the manager to the buyback in connection with the proposed buyback of equity shares of the Company for onward submission to the relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the SEBI Buyback Regulations, and cannot be used for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

MSKA & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

sd/-

Darryl Frank

Partner

Membership No.104096

UDIN: 20104096AAAACM1059
Place: Panaji – Goa
Date: December 04, 2020

Annexure A
Statement of determination of the permissible capital payment

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 and Regulation 4(i) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the year March 31, 2020.

(Amount in ₹ lakhs)

Particulars as on March 31, 2020		Standalone	Consolidated
Paid up capital (1,33,00,000 shares of ₹ 2/- each)	A	266.00	266.00
Free Reserves:			
Profit and loss account surplus balance		12,292.40	11,828.26
Securities Premium		-	-
General reserve		5,567.20	5,567.20
Total Free Reserves	B	17,859.60	17,395.46
Total paid up capital and free reserves	A+B	18,125.60	17,661.46
Maximum amount permissible for buyback under Section 68 of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total equity paid-up capital and free reserves with the shareholder approval)		4,531.40	4,415.37
Maximum amount permitted by board resolution dated December 4, 2020 approving Buyback, subject to shareholder approval, based on the audited financial statements for the year ended March 31, 2020		3,158.75	3,158.75

**Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.*

Note: The above calculation of the total paid up equity share capital and free reserves as at March 31, 2020 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the Rules made thereunder, each as amended from time to time.

For Smartlink Holdings Limited

Sd/-

K. R. Naik

Executive Chairman

December 4, 2020

Verna - Goa

Unquote

(m) Confirmations

As per the provisions of the Companies Act and the Buyback Regulations, it is confirmed that:

- (i) All the Equity Shares which the Company proposes to Buyback are fully paid-up;
- (ii) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- (iii) The Company is not making an offer of Buyback within a period of one (1) year reckoned from the date of closure of the previous Buyback period;
- (iv) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback period;
- (v) The Company shall not raise further capital for a period of one (1) year from the closure of the Buyback, except in discharge of subsisting obligations;
- (vi) That the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of Buyback except by the way of bonus shares or equity shares issue to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion preference shares or debentures into equity shares;
- (vii) That the Company shall not directly or indirectly purchase its own Equity Shares:
 - a) through any subsidiary company including its own subsidiary companies, if any; and
 - b) through any investment company or group of investment companies;
- (viii) 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;
- (ix) The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (x) That there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon, or preference shares or payment of dividend due to any member or repayment of term loans or interest payable thereon to any financial institutions or banks;
- (xi) That the funds borrowed from banks and financial institutions will not be used for the Buyback;
- (xii) That the Buyback Offer Size i.e., INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only), being 17.43% and 17.88% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020 respectively which does not exceed 25% (Twenty Five per cent) of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020;

- (xiii) That the maximum number of Equity Shares i.e., 33,25,000 being 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020 proposed to be purchased under the Buyback shall not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020;
- (xiv) The Company shall not make any offer of Buyback within a period of one (1) year reckoned from the date of closure of the Buyback;
- (xv) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- (xvi) That the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity capital and free reserves after the Buyback as on March 31, 2020;
- (xvii) The promoters and/ or their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters of the Company) from the date of the board resolution approving the Buyback till the closure of the Buyback offer;
- (xviii) The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xix) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; and
- (xx) The Company shall not withdraw the Buyback offer after the draft letter of offer if filed with SEBI.”

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 December 4, 2020 and the audited standalone and consolidated financial statements for period ending March 31, 2020 are available for inspection without any fees by the shareholders at the Company’s registered office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Wednesday, February 10, 2021. Members seeking to inspect such documents can send an email to Company.Secretary@smartlinkholdings.com

None of the directors, key managerial personnel or their relatives are in any way interested in or concerned with the resolutions, except to the extent of their shareholding in the Company, if any.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its shareholders holding Equity Shares of the Company. The directors of the Company, therefore, recommend passing of the special resolution as set out in the accompanying Notice.

For any clarifications related to the Buyback process, shareholders holding Equity Shares of the Company may contact any one of the following:

Company: Smartlink Holdings Limited

Contact person: Urjita Damle

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

Company.Secretary@Smartlinkholdings.com

0832-2885400/401

Registered Office:

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

By order of the Board
For Smartlink Holdings Limited

Place: Verna - Goa

Date: January 11, 2021

Sd/-
Urjita Damle
Company Secretary & Compliance Officer