

Ref. no.: SNSL/L&S/NSE/2014-15/17

July 26, 2014

To,
Mr. Hari K – Asst. Vice President
National Stock Exchange of India Limited
“Exchange Plaza”, C-1, Block G,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir,

**Re: Clause No: 35A of the Listing Agreement with National Stock Exchange Limited
And BSE Limited – Voting results**

Pursuant to Clause 35A of the Listing Agreement, this is to inform you that the Members of the Company at the Annual General Meeting held on July 26, 2014 transacted the following business:

Annual General Meeting held on July 26, 2014 transacted the following business:					
Sl. No.	Description	Particulars			
A	Date of the AGM	July 26, 2014			
B	Book – Closure Date	July 02, 2014 to July 09, 2014 (both days inclusive)			
C	Total No. of Shareholders on record date	13,401			
D	No. of Shareholders present in the meeting either in person or through proxy or through Authorised Representative				
	Shareholders	In Person	Proxy	Authorised Representative	Total
	Promoters and Group	3	2	-	5
	Public :	35	6	-	41
	Total	38	8		46
E	No. of Shareholders attending the meeting through Video Conferencing – NOT APPLICABLE				
	Shareholders	In Person	Proxy	Authorised Representative	Total
	Promoters and Group				
	Public :				
	Total				

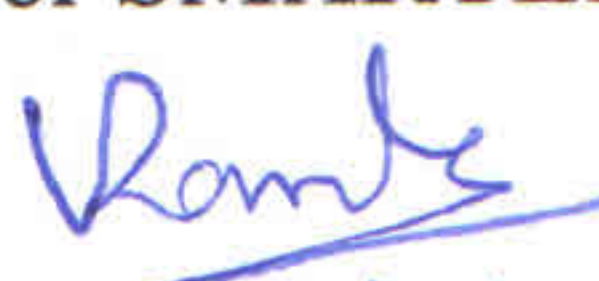
Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Saturday, July 26, 2014 at 11.00 a.m. at L-7, Verna Industrial Estate, Verna, Salcete Goa to transact the business as per the Notice dated April 29, 2014. The mode of voting was by way of Poll/ E-voting. The Shareholders transacted the business as provided in Annexure.

Request you to kindly take the same on record.

Thanking you,

Yours Sincerely,
For SMARTLINK NETWORK SYSTEMS LIMITED


URJITA DAMLE
COMPANY SECRETARY

Smartlink Network Systems Ltd.

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



Resolution ID	Resolution Details	Category	Shares held (1)	Votes Polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favor (4)	No. votes - in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)*100
1	Ordinary resolution to receive, consider, approve and adopt the financial statements of the Company for the year ended 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of Auditors and Directors thereon.	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
2	Ordinary resolution to declare Dividend of for the year ended 31st March, 2014. ended 31st March, 2014 be and is hereby confirmed and approved and Dividend be distributed amongst	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
3	Ordinary resolution to re-appoint Mr. Jangoo Dalal as Director of the Company.	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
4	Ordinary resolution not to sought re-appointment of Mr. Dattaraj Salgaonkar and the resulting vacancy be not filled up	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
5	Ordinary resolution for appointment of statutory auditors	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
6	Ordinary resolution to appoint Mr. Pankaj Baliga (holding DIN 00002864), as an Independent Director of the company to hold office for a term of five years from 01st April, 2014 till 31st March,	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236902	3.10	100	0	100	0
		Total	30004850	22587478	75.28	100	0	100	0
7	To appoint Mr. K. M. Gaonkar (holding DIN 00002425) as an Independent Director of the Company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019.	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	167940	2.19	100	0	100	0
		Total	30004850	22518516	75.05	100	0	100	0
8	To ratify the remuneration of the Cost Auditors of the Company for the financial year ending 31st March, 2015 as approved by the Board of Directors.	Promoter and Promoter Group	22350576	22350576	100	100	0	100	0
		Public - Institutional holders	0	0	0	0	0	0	0
		Public - Others	7654274	236152	3.09	100	0	100	0
		Total	30004850	22586728	75.28	100	0	100	0

Scrutinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014)

To
The Chairman of 21st Annual General Meeting of the members of
Smartlink Network Systems Limited (the Company)
to be held on the 26th day of July, 2014 at 11.00 A.M.
at the Registered Office of the Company
at L-7, Verna Industrial Estate, Verna, Goa 403722.

Dear Sir,

1. I, Shivaram Bhat, Practising Company Secretary, have been appointed by the Board of Directors of Smartlink Network Systems Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company, to be held on the 26th day of July, 2014 at 11.00 A.M. at the Registered Office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, Goa 403722.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Shivaram Bhat
Company Secretary

3. Further to the above, I submit my report as under:-

- i. The e-voting remained open for the period commencing from Wednesday, 16th July, 2014, 10:00 A.M to Friday, 18th July, 2014, 06:00 P.M.
- ii. The members of the Company as on the "cut-off" date i.e. 6th June, 2014 were entitled to vote on the resolutions (Items nos. 1 to 8 as set out in the Notice of the 21st AGM of the Company).
- iii. The votes cast were unblocked on July 18th, 2014 after the closure of the voting hours, in the presence of 2 witnesses, Ms. Shubhangi Baichwal and Mr. Naveen Bhat, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: Shubhangi Baichwal



Name: Naveen Bhat

4. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ('Karvy') i.e., <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

The result of the Poll is as under:

Item No. 1 of the Notice:

To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.



Shivaram Bhat
Company Secretary

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0

Item No. 2 of the Notice:

To declare Dividend of Rs. 2/- per Equity Share for the year ended 31st March, 2014.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 3 of the Notice:

To appoint a Director in place of Mr. Jangoo Dalal (holding DIN 01683803), who retires by rotation and, being eligible, seeks re-appointment.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0

Item No. 4 of the Notice:

To resolve that Mr. Dattaraj Salgaocar (holding DIN 00105209), who retires by rotation at this Meeting and has not sought re-appointment, be not re-appointed and the resulting vacancy be not filled up.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 5 of the Notice:

To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having registration no. 117366W/W-100018 the retiring Auditors of the Company as Statutory Auditors, on such remuneration as shall be fixed by the Board of Directors based on the recommendations of the Audit Committee.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0

Item No. 6 of the Notice:

To appoint Mr. Pankaj Baliga (holding DIN 00002864), as an Independent Director of the company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 7 of the Notice:

To appoint Mr. K. M. Gaonkar (holding DIN 00002425) as an Independent Director of the Company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 8 of the Notice:

To ratify the remuneration of the Cost Auditors of the Company for the financial year ending 31st March, 2015 as approved by the Board of Directors.

(i) Voted in favour the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
18	1906111	100

(ii) Voted against the resolution:

Number of Members Voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Members voted	No. of votes cast by them
0	0



Thanking you,

Yours faithfully,

A handwritten signature in blue ink, appearing to be "Shivaram Bhat", written over a horizontal line.

CS Shivaram Bhat
Practising Company Secretary

Place: Panaji, Goa

Dated: 21st July, 2014

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman, Annual General Meeting of the Equity Shareholders
of Smartlink Network Systems Limited

Held on Saturday, 26th day of July, 2014 at 11.00 a.m.
at the Registered Office of the Company at
L-7, Verna Industrial Estate, Salcete, Goa 403722.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Twenty First Annual General Meeting of the Equity Shareholders of Smartlink Network Systems Limited, held on Saturday, 26th day of July, 2014 at 11.00 a.m. at the Registered Office of the Company at L-7, Verna Industrial Estate, Salcete, Goa 403722, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We did not find any poll papers invalid.



4. The result of the Poll is as under:

Item No. 1 of the Notice:

To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

Item No. 2 of the Notice:

To declare Dividend of Rs. 2/- per Equity Share for the year ended 31st March, 2014.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

Item No. 3 of the Notice:

To appoint a Director in place of Mr. Jangoo Dalal (holding DIN 01683803), who retires by rotation and, being eligible, seeks re-appointment.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



Item No. 4 of the Notice:

To resolve that Mr. Dattaraj Salgaocar (holding DIN 00105209), who retires by rotation at this Meeting and has not sought re-appointment, be not re-appointed and the resulting vacancy be not filled up.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

Item No. 5 of the Notice:

To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having registration no. 117366W/W-100018 the retiring Auditors of the Company as Statutory Auditors, on such remuneration as shall be fixed by the Board of Directors based on the recommendations of the Audit Committee.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

Item No. 6 of the Notice:

To appoint Mr. Pankaj Baliga (holding DIN 00002864), as an Independent Director of the company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	20680867	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



Item No. 7 of the Notice:

To appoint Mr. K. M. Gaonkar (holding DIN 00002425) as an Independent Director of the Company to hold office for a term of five years from 01st April, 2014 till 31st March, 2019.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	20611905	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

Item No. 8 of the Notice:

To ratify the remuneration of the Cost Auditors of the Company for the financial year ending 31st March, 2015 as approved by the Board of Directors.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	20680117	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Verna, Goa.
Dated: July 26, 2014.



Yours faithfully,

A handwritten signature in blue ink, appearing to be "Shivaram Bhat", written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853