

SMARTLINK NETWORK SYSTEMS LIMITED

Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa - 403722
Corporate Identification Number (CIN): L30007GA1993PLC001341
Telephone: 0832-2885400; Fax: 0832-2783395
Email: Company.Secretary@smartlink.co.in; Website: www.smartlink.co.in

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SMARTLINK NETWORK SYSTEMS LIMITED

This public announcement (the “**Post Buyback Public Announcement**”) is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the “**Buy-back Regulations**”). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated April 20, 2016 (the “**Public Announcement**”), and the Letter of Offer dated May 24, 2016 (the “**Letter of Offer**”). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1. Smartlink Network Systems Limited (the “**Company**”) had announced the Buyback of not exceeding 7,454,850 fully paid-up equity shares of face value of ₹ 2/- each (“**Equity Shares**”) from all the existing shareholders/beneficial owners of Equity Shares as on the record date (April 29, 2016), on a proportionate basis, through the “Tender Offer” route at a price of ₹ 110/- per equity share payable in cash, for an aggregate amount of ₹ 820,033,500/- (Rupees Eighty Two Crores Thirty Three Thousand and Five Hundred only) (“**Buyback Offer Size**”) (“**Buyback**”). The Buyback Offer Size is 24.85% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015. The number of Equity Shares bought back in the Buyback constitutes 33.1% of the post Buyback, equity share capital of the Company.
- 1.2. The Company adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (“**SEBI Circular**”).
- 1.3. The Tendering Period for the Buyback Offer opened on June 06, 2016 and closed on June 17, 2016.

2. DETAILS OF BUYBACK:

- 2.1. 7,454,850 (Seventy Four Lakh Fifty Four Thousand Eight Hundred and Fifty) Equity Shares were bought back under the Buyback, at a price of ₹ 110/- per Equity Share.
- 2.2. The total amount utilized in the Buyback is ₹ 820,033,500/- (Rupees Eighty Two Crores Thirty Three Thousand and Five Hundred only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- 2.3. There were 1,502 valid bids for 7,454,850 valid Equity Shares in response to the Buyback, which is approximately 1.3x times the maximum number of shares proposed to be bought back. The details of valid bids received in the Buyback are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
Reserved category for Small Shareholders	1,118,228	1,345	1,526,934	1.37
General category of other Shareholders	6,336,622	157	8,153,386	1.29
Total	7,454,850	1,502	9,680,320	1.30

Note: After allocation of Equity Shares as set out in paragraph 23(6) and 23(7) of the Letter of Offer to the Small Shareholders and General Category shareholders, due to rounding off, there were 126 Shares more and 9 Equity Shares less than the respective number of Equity Shares earmarked for respective categories. Accordingly, 126 shareholders from Small Shareholders were each allotted 1 share less and 9 shareholders from General Category were each 1 share more. Such shareholders were selected in descending order of validly tendered unaccepted shares. In cases, where such unique selections were not possible, they were selected randomly by an independent practicing Company Secretary in order to finalize allocation for the Buyback in accordance with the process set out in Buy-back Regulations, SEBI Circular and Letter of Offer.

- 2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 23 of the Letter of Offer. The communication of acceptance/rejection shall be dispatched by the Registrar to the Buyback to respective Shareholders, on June 29, 2016
- 2.5. The settlement of all valid bids was completed by the Clearing Corporation/NSE on June 27, 2016. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members/custodians.
- 2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on June 27, 2016. The unaccepted demat Equity Shares were returned to respective Seller Members/custodians by the Clearing Corporation/NSE on June 27, 2016. No valid Equity Shares were tendered in physical form.
- 2.7. The extinguishment of 7,454,850 Equity Shares accepted under the Buyback, comprising of 7,454,850 Equity Shares in dematerialized form is currently under process and shall be completed by July 4, 2016. The Company, and its respective directors, accept full responsibility for the information contained in this Advertisement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- 3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 2/- each)

Category of Shareholders	Pre-Buyback		Post Buyback	
	No. of Equity Shares	Amount (₹ Lacs)	No. of Equity Shares	Amount (₹ Lacs)
Authorised Equity Capital	35,000,000	700.00	35,000,000	700.00
Issued Subscribed and Paid-up Equity Capital	30,004,850	600.10	22,550,000	451.00

- 3.2. Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	Kamalaksha Rama Naik	4,174,721	56.0%	18.5%
2	Arati Kamalaksha Naik	803,208	10.8%	3.6%
3	Lakshana Amit Sharma	487,982	6.5%	2.2%
4	Sudha Kamalaksha Naik	399,866	5.4%	1.8%
5	Kamalaksha Rama Naik (HUF)	91,414	1.2%	0.4%

- 3.3. The shareholding pattern of the Company pre-Buyback (as on April 29, 2016), the Record Date) and post Buyback, is as under:

Particulars	Pre-Buyback		Post Buyback [#]	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A) Promoter and Promoter Group				
Promoters and persons acting in concert, (collectively “the Promoters”)	22,350,576	74.49%	16,393,385	72.70%
(B) Public Shareholding				
Foreign Investors (GDRs/ OCBs/FIIs/NRIs/ Non-residents/Non-domestic companies)	143,247	0.48%	6,156,615	27.30%
Indian Financial Institutions/ Banks/NBFCs/Mutual Funds/Govt. Companies	19,162	0.06%		
Public including other Bodies Corporate	7,491,865	24.97%		
Sub Total (B)	7,654,274	25.51%	6,156,615	27.30%
Total (A + B)	30,004,850	100.00%	22,550,000	100.00%

[#]Subject to extinguishment of 7,454,850 shares

4. MANAGER TO THE BUYBACK OFFER

KOTAK MAHINDRA CAPITAL COMPANY LIMITED

27 BKC, 1st Floor, Plot No. C-27, “G” Block,
 Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel.: +91 22 4336 0000; **Fax:** +91 22 6713 2446
Contact Person: Mr. Ganesh Rane
Email: project.smartbuyback@kotak.com

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Smartlink Network Systems Limited

Sd/-
Mr. Kamalaksha Naik
 Executive Chairman
 DIN: 00002013

Sd/-
Mr. K. M. Gaonkar
 Director
 DIN: 00002425

Sd/-
Ms. Urjita Damle
 Company Secretary

Place : Mumbai

Date : June 29, 2016

PRESSMAN