LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of **Smartlink Holdings Limited (Formerly known as Smartlink Network System Limited)** ("**Company**") as on the Record Date in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended. If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager to the Buyback Offer, namely ICICI Securities Limited or the Registrar to the Buyback Offer, namely Karvy Fintech Private Limited.

Please refer to the section on 'Definitions' for the definitions of the capitalized terms used herein.

SMARTLINK HOLDINGS LIMITED
(Formerly known as Smartlink Network Systems Limited)
CIN: L67100GA1993PLC001341
Registered Office: L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722**Tel.:** (0832) 288 5400 **Fax:** (0832) 278 3395
E-mail: company.secretary@smartlinkholdings.com**Website:** www.smartlinkholdings.com

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SMARTLINK HOLDINGS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

OFFER FOR BUYBACK OF 36,50,000 (THIRTY SIX LAKH FIFTY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 2 EACH ("EQUITY SHARES") AT A PRICE OF RS. 130 (RUPEES ONE HUNDRED AND THIRTY ONLY) PER EQUITY SHARE, AGGREGATING TO RS. 47,45,00,000 (RUPEES FORTY SEVEN CRORE FORTY FIVE LAKH ONLY), BEING EQUAL TO 19.65% OF THE AGGREGATE OF THE FULLY PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AS PER THE LATEST AUDITED STANDALONE BALANCE SHEET OF THE COMPANY AS ON 31 MARCH 2019, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

1) The Buyback is in accordance with Article 62 of the Articles of Association of the Company and is subject to the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereof including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Reserve Bank of India, etc.
2) The Buyback is within the statutory limit of 25% of the total paid-up equity share capital and free reserves as per the standalone audited financial statements of the Company as at 31 March 2019 (the last audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback). The Buyback Size is 19.65% and 19.96% of the aggregate of the total paid-up equity share capital and free reserves of the Company on standalone and consolidated basis as per the latest audited standalone and consolidated balance sheet as on 31 March 2019, respectively, and represents 21.53% of the total issued and paid-up equity share capital of the Company.
3) This Letter of Offer will be sent to the Equity Shareholder(s)/ Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e., 13 August 2019.
4) The procedure for tender and settlement is set out in paragraph 22 of this Letter of Offer. The tender form ("**Tender Form**") is enclosed together with this Letter of Offer.
5) For mode of payment of consideration to the Equity Shareholders, please refer to paragraph 22.29 of the Letter of Offer.
6) A copy of the Public Announcement published on 2 August 2019and this Letter of Offer (including Tender Form) is available on the website of Securities and Exchange Board of India - http://www.sebi.gov.in.
7) Equity Shareholders are advised to read this Letter of Offer and in particular, refer to paragraph 19 (*Statutory Approvals*) and paragraph 23 (*Note on Taxation*) before tendering their Equity Shares in the Buyback.

BUYBACK OPENS ON: 18 OCTOBER 2019 (FRIDAY)
BUYBACK CLOSES ON: 1 NOVEMBER 2019 (FRIDAY)
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR: 4 NOVEMBER 2019 (MONDAY)

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
ICICI Securities Limited **Address**: ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400020. **Phone** : +91 22 2288 2460 **Fax**: +91 22 2282 6580 **Contact Person**: Arjun A Mehrotra/ Sameer Purohit **Email**: smarlinks.buyback@icicisecurities.com **SEBI Registration Number**: INM000011179 **Validity period**: Permanent **CIN**: L67120MH1995PLC086241	**Karvy Fintech Private Limited** **Address**: Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. **Tel**: 040 67162222 **Fax**: 040 23431551 **Email**: smartlinkbuyback@karvy.com **Contact Person**: Mr. M. Murali Krishna **SEBI Registration Number**: INR000000221 **Validity Period**: Permanent

TABLE OF CONTENTS

		Page
1.	SCHEDULE OF ACTIVITIES	3
2.	DEFINITIONS OF KEY TERMS	3
3.	DISCLAIMER CLAUSE	6
4.	TEXT OF RESOLUTION PASSED AT THE BOARD MEETING	8
5.	DETAILS OF PUBLIC ANNOUNCEMENT	14
6.	DETAILS OF THE BUYBACK OFFER	14
7.	AUTHORITY FOR THE BUYBACK	16
8.	NECESSITY FOR BUYBACK	16
9.	MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK	17
10.	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	17
11.	MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF THE BUYBACK ON THE COMPANY	18
12.	MAXIMUM PRICE AT WHICH THE SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUYBACK PRICE	27
13.	SOURCES OF FUNDS	28
14.	DETAILS OF ESCROW ACCOUNT AND AMOUNT DEPOSITED THEREIN	28
15.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	29
16.	BRIEF INFORMATION ABOUT THE COMPANY	31
17.	FINANCIAL INFORMATION	34
18.	STOCK MARKET DATA	36
19.	STATUTORY APPROVALS	37
20.	DETAILS OF THE REGISTRAR TO THE BUYBACK	38
21.	PROCESS AND METHODOLOGY FOR THE BUYBACK	38
22.	PROCEDURE FOR TENDER/ OFFER AND SETTLEMENT	43
23.	NOTE ON TAXATION	48
24.	DECLARATION BY THE BOARD OF DIRECTORS	55
25.	AUDITOR'S CERTIFICATE	56
26.	CONFIRMATIONS UNDER COMPANIES ACT AND BUYBACK REGULATIONS	61
27.	MATERIAL DOCUMENTS FOR INSPECTION	62
28.	DETAILS OF THE COMPLIANCE OFFICER	63
29.	DETAILS OF THE REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS	63
30.	DETAILS OF THE MANAGER TO THE BUYBACK	63
31.	DECLARATION BY THE DIRECTORS	63
32.	OFFER FORM	65

1. SCHEDULE OF ACTIVITIES

Activity	Schedule of activities	
	Date	**Day**
Date of board meeting to approve the proposal for Buyback of Equity Shares	14 June 2019	Friday
Date of declaration of results of the postal ballot for special resolution by the Equity Shareholders, approving the Buyback	31 July 2019	Wednesday
Date of board meeting of the Company at which the Buyback Price and Buyback Size was approved	31 July 2019	Wednesday
Date of publication of Public Announcement for the Buyback	2 August 2019	Friday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	13 August 2019	Tuesday
Buyback Opens on	18 October 2019	Friday
Buyback Closes on	1 November 2019	Friday
Last date of receipt of completed Tender Forms and other specified documents by the Registrar and Transfer Agent to the Buyback	4 November 2019	Monday
Last date of verification by Registrar to the Buyback	8 November 2019	Friday
Last date of providing Acceptance/ non-Acceptance to the Stock Exchange by the Registrar to the Buyback	11 November 2019	Monday
Last date for settlement of bids on the Stock Exchanges	13 November 2019	Wednesday
Last date for return of unaccepted demat Equity Shares by Stock Exchanges to the Eligible Shareholders/ Stock Broker	13 November 2019	Wednesday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	13 November 2019	Wednesday
Last Date for extinguishment of Equity Shares	22 November 2019	Friday

***Note**: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

2. DEFINITIONS OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

Acceptance/ Accept/ Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback Offer.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Act	The Companies Act, 2013, as amended.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles	Articles of Association of the Company.
Board of Directors	Board of Directors of the Company (which term shall include Buyback Committee).
Board Meeting/ Board Approval	Meeting of Board of Directors of the Company held on 14 June 2019, at which the proposal for buyback up to 42,00,000 (Forty Two Lakh Only) Equity Shares, at a price not exceeding Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share up to an aggregate amount not exceeding Rs.

	54,60,00,000 (Rupees Fifty Four Crore Sixty Lakh Only) was approved.
Buyback/ Buyback Offer	Offer to buyback 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares at the Buyback Price, i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) (excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to SEBI, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses) from the Equity Shareholders of the Company as on the Record Date (i.e., 13 August 2019), on a proportionate basis, by way of Tender Offer route through the stock exchange mechanism in terms of the Buyback Regulations read with the SEBI Circulars.
Buyback Closing Date	1 November 2019.
Buyback Committee or Committee	The Buyback committee comprising of Mr. Kamalaksha Rama Naik, Executive Chairman, Mr. K. M. Gaonkar, Director, Mr. Pankaj Baliga, Director, Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary and Compliance Officer of the Company, constituted on 14 June 2019.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio/ percentage of Buyback applicable to the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	18 October 2019.
Buyback Period	The period between the date of declaration of results of the postal ballot for special resolution authorizing the Buyback of the Equity Shares of the Company and the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made.
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., Rs. 130 (Rupees One Hundred and Thirty only) per Equity Share, payable in cash.
Buyback Regulations	Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.
Buyback Size	Number of Equity Shares proposed to be bought back i.e., 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares multiplied by the Buyback Price i.e., Rs. 130 (One Hundred and Thirty Only) per Equity Share) aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only).
BSE	BSE Limited.
Clearing Corporation	Indian Clearing Corporation Limited.
Company	Smartlink Holdings Limited (formerly known as Smartlink Network Systems Limited).
Companies Act	Companies Act 2013, as amended.
Company Broker	ICICI Securities Limited
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE Limited.
Draft LOF or Draft Letter of Offer	Draft letter of offer dated 9 August 2019, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III to the Buyback Regulations.
DP	Depository Participant.
Escrow Account	Escrow account to be opened in accordance with the Buyback Regulations, in the name of '**SMARTLINK HOLDINGS BUY BACK 2019 ESCROW ACCOUNT**' bearing the account number 000405122027.
Escrow Agent	ICICI Bank Limited.
Escrow Agreement	The escrow agreement dated 29 August 2019 entered into between the

	Company, the Manager to the Offer and Escrow Bank.
Escrow Bank	ICICI Bank Limited.
Equity Share(s) or Share(s)	Fully paid-up equity share(s) of face value of Rs. 2 (Rupees Two Only) each of the Company.
Equity Shareholder(s) or Shareholder(s) or Members	Holders of the Equity Shares of the Company.
FEMA	Foreign Exchange and Management Act, 1999, as amended, including the regulations, circulars, directions and notifications issued thereunder.
FPI(s)	Foreign Portfolio Investors.
General Category	Eligible Shareholders other than the Small Shareholders.
IT Act/ Income Tax Act	Income-Tax Act, 1961 (including any statutory modification or re-enactment thereof), as amended.
LOF or Letter of Offer	The letter of offer dated 5 October 2019 filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Management Rules	Companies (Management and Administration) Rules, 2014, as amended.
Manager to the Buyback or Manager to the Offer	ICICI Securities Limited.
Non-Resident Shareholders	Includes non-resident persons and bodies corporate, non-resident Indians (NRI), FPIs and erstwhile OCBs.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Bodies.
Offer Period or Tendering Period	Period of ten working days from the date of opening of the Buyback Offer i.e., 18 October 2019 till its closure i.e., 1 November 2019 (both days inclusive).
Postal Ballot Notice	As defined in paragraph 6.1 of this Letter of Offer.
Promoters	The promoters of the Company collectively i.e., Mr. Kamalaksha Rama Naik, Ms. Lakshana Amit Sharma, Ms. Sudha Kamalaksha Naik, Ms. Arati Kamalaksha Naik and Kamalaksha Rama Naik HUF.
Public Announcement or PA	The public announcement, made in accordance with the Buyback Regulations, dated 1 August 2019 published on 2 August 2019 in all editions of Financial Express (English daily), Jansatta (Hindi daily) and Goa Doot (Marathi daily, Goa edition), each with wide circulation.
PAN	Permanent Account Number.
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom this Letter of Offer will be sent and who are eligible to participate in the proposed Buyback in accordance with the Buyback Regulations. This date shall be 13 August 2019.
Registrar to the Buyback or Registrar to the Offer	Karvy Fintech Private Limited.
Reserved Category	The Small Shareholders eligible to tender Shares in the Buyback.
Seller Member or Seller Broker	Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) want(s) to participate in the Buyback.
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value being not more than Rs. 2,00,000 (Rupees Two Lakh Only), on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date i.e., 13 August 2019, as defined in Regulation 2(i)(n) of the Buyback Regulations.
Share Capital Rules	Companies (Share Capital and Debentures) Rules, 2014, as amended.
Shareholders' Approval	As has been defined in paragraph 6.1 of this LoF.
Stock Exchanges	BSE together with NSE.

SEBI	Securities and Exchange Board of India.
SEBI Circulars	"Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated 9 December 2016, as amended.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	The Acceptance–cum–Acknowledgement form to be filled in by the Equity Shareholders to participate in the Buy-back.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive).
TRS	Transaction Registration Slip.
Working Day	Working day as defined under the Buyback Regulations.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI.

It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, ICICI Securities Limited has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buyback, ICICI Securities Limited has furnished to SEBI a due diligence certificate dated 9 August 2019in accordance with the Buyback Regulations, which reads as follows:

"*We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that*:

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer.*

- *All the legal requirements connected with the Buyback Offer including the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, have been duly complied with.*

- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer.*

- *Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.*

The filing of the Letter of Offer with SEBI does not however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013 as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters/ Board of Directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ mis-representation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Promoters/ Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons in term of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF RESOLUTION PASSED AT THE BOARD MEETING

4.1. The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on 14 June 2019. The extracts of the said board resolution are as follows:

A) APPROVAL OF BUYBACK

*"**RESOLVED THAT** in accordance with Article 62 of the Articles of Association of Smartlink Holdings Limited ("**Company**") and the provisions of Sections 68, 69, 70, 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 (Buy-back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"), and subject to the approval of the members of the Company by special resolution by way of a postal ballot and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Goa ("**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 Board be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares of a face value of Rs. 2/- (Rupees Two only) each ("**Equity Shares**"), from the equity shareholders of the Company, as on record date ("**Record Date**"), for an amount not exceeding Rs. 54,60,00,000/- (Rupees Fifty Four Crore Sixty Lakh Only), being 22.61% of the total paid-up equity capital and free reserves of the Company excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to the Securities and Exchange Board of India ("**SEBI**"), transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other related and incidental expenses (hereinafter referred to as the "**Buyback Offer Size**"), being less than 25% (Twenty five per cent.) of the total paid-up equity capital and free reserves of the Company as per the latest audited balance sheet as on 31 March 2019 in accordance with Section 68(2) of the Companies Act and Buyback Regulations and other applicable law, from the existing shareholders. The Buyback Offer will comprise purchase of fully paid-up equity shares not exceeding 42,00,000, aggregating to 24.78% of the paid-up equity capital of the Company at a price not exceeding Rs. 130/- (Rupees One Thirty only) per equity share, payable in cash, on a proportionate basis through the "tender offer" route (hereinafter referred to as the "**Buyback**"), in accordance and in consonance with the provisions contained in the Buyback Regulations, the Companies Act and the Management Rules.*

***RESOLVED FURTHER THAT** the Company shall implement the Buyback from out of its free reserves 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, subject to members' approval by way of postal ballot.*

***RESOLVED FURTHER THAT** as required by Regulation 6 of the Buyback Regulations, the Company shall buy back Equity Shares from the members on a proportionate basis under the tender offer route, provided that 15% (Fifteen per cent.) of the number of Equity Shares which the Company proposes to buy back 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 members of the Company will be eligible to participate in the Buyback including the promoters of the Company who hold Equity Shares as of the Record Date.*

***RESOLVED FURTHER THAT** the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI by way of its circular dated 13 April 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, as amended from time to time, and the Company*

*shall approach the BSE Limited ("**BSE**") and/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 Company shall not buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.*

***RESOLVED FURTHER THAT** the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, Income Tax Act, 1961 and rules and regulations framed there under, as amended if any.*

***RESOLVED FURTHER THAT** the proposed Buyback be implemented from the members including the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**") as on Record Date, from its free reserves and/or Securities Premium account and/or surplus and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.*

***RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on the part of any member to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.*

***RESOLVED FURTHER THAT** the Company shall earmark adequate sources of funds for the purpose of the Buyback 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** as required under the proviso to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft Declaration of Solvency along with the annexure on the Statement of Assets and Liabilities as on 31 March 2019 be and is hereby approved and the same will be filed with the RoC and SEBI after having it verified by an affidavit and signed by Mr. K. R. Naik, Executive Chairman and Mr. K. M. Gaonkar, Director.*

***RESOLVED FURTHER THAT** Mr. K. R. Naik, Executive Chairman and Mr. K. M. Gaonkar, Director be and are hereby jointly authorized to make changes in the Declaration of Solvency as may be necessary, to sign and to file the same with the RoC and SEBI.*

***RESOLVED FURTHER THAT** in compliance with the Buyback Regulations, ICICI Securities Limited be and is hereby appointed as the merchant banker and Company's broker for the proposed Buyback transaction.*

***RESOLVED FURTEHR THAT** Ms. Urjita Damle, Company Secretary of the Company, be and is hereby appointed as the Compliance Officer for the purposes of the Buyback."*

B) CONSTITUTION OF BUYBACK COMMITTEE

***RESOLVED FURTHER THAT** a Buyback Committee comprising of Mr. K. R. Naik, Executive Chairman, Mr. K. M. Gaonkar, Director, Mr. Pankaj Baliga, Director, Mr. K. G. Prabhu, Chief Financial Officer and Ms. Urjita Damle, Company Secretary & Compliance Officer be and is hereby constituted and the powers of*

*the Board in respect of the Buyback be delegated to the Committee ("**Buyback Committee**") and the Buyback Committee be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:*

(a) initiating all necessary actions for preparation, amendments, finalization and dispatch of the postal ballot notice along with explanatory statement and seek member approval of the members of the Company for the Buyback;

(b) filing of Public Announcement, the draft Letter of Offer, the Letter of Offer and other related documents;

(c) preparation of and making any corrections, amendments, deletions, additions to the public announcement, draft letter of offer, letter of offer, declaration of solvency and related documents with SEBI, RoC, Stock Exchanges and other appropriate authority(ies), if any;

(d) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;

(e) extinguishment of dematerialized shares in respect of the equity shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or the Board;

(f) finalizing the terms of Buyback such as the 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;

(g) appointing Merchant Banker, Registrars, Broker, e-voting Agency, Escrow Agents, Bankers, Scrutinizer, Depository Participant, Printers, Advertisement Agency, and other Advisors, Consultants or Representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;

(h) making of all applications to the appropriate authorities for their requisite approvals;

(i) giving any information, explanation, declarations and confirmation in relation to the Public Announcement, draft Letter of Offer, Letter of Offer as may be required by the relevant authorities;

(j) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

(k) the timely opening, operation and closure of cash Escrow Account and Special Account in accordance with the escrow agreement to be executed by the Company in accordance with the Buyback Regulations in this regard;

(l) the opening, operation and closure of demat Escrow Account in accordance with the escrow agreement to be executed by the Company with the depository participants;

(m) to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;

(n) to make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any;

(o) to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company (if required) on relevant documents required to be executed for the Buyback and to

initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, RoC, stock exchanges, depositories and/or other appropriate authorities;

(p) to deal with stock exchanges (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI by way of its circular dated 13 April 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, as amended from time to time;

(q) do all such acts, matters and things incidental and in connection with the buyback and sign, execute and deliver such documents as may be necessary or desirable and execution of documents under the Common Seal of the Company as may be required; and

(r) sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback but not limited to certified copies of all resolutions passed by the Board in connection with the Buyback;

***RESOLVED FURTHER THAT** the Buyback Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the members for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'certificate of extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to SEBI, RBI, Stock Exchanges, RoC, Depositories and/or other authorities;*

***RESOLVED FURTHER THAT** the quorum for a meeting of the Buyback Committee shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions;*

***RESOLVED FURTHER THAT** the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolution and to revoke and substitute such delegation/ sub-delegation of authority from time to time;*

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;*

***RESOLVED FURTHER THAT** in compliance with the Buyback Regulations, ICICI Securities Limited be and is hereby appointed as the Merchant Banker and Company's broker for the proposed Buyback transaction;*

***RESOLVED FURTHER THAT** no information/ material likely to have a bearing on the decision of the investors has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to misstatement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to misstatement/ misrepresentation, the Board and*

the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations;

C) <u>DECLARATION OF SOLVENCY</u>

RESOLVED FURTHER THAT *as required by Clause (x) of Schedule I under Regulation 5(iv)(b) of the Buyback Regulations, the Board confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:*

*(a) That immediately following the date of the meeting of the Board convened for approving the Buyback i.e., 14 June 2019 ("**Board Meeting**") and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), there will be no grounds on which the Company can be found unable to pay its debts;*

(b) That as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e., 14 June 2019 and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), 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 receipt of duly completed postal ballot forms or e-voting);

(c) 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).

RESOLVED FURTHER THAT *the Board hereby confirms that:*

(a) All the Equity Shares which the Company proposes to Buyback are fully paid-up;

(b) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(c) 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;

(d) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buy-Back period;

(e) 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;

(f) 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;

(g) That the Company shall not directly or indirectly purchase its own shares:

(i) through any subsidiary company including its own subsidiary companies, if any; and

(ii) through any investment company or group of investment companies;

(h) 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;

(i) 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;

(j) 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;

(k) That the funds borrowed from banks and financial institutions will not be used for the Buyback;

(l) That the Buyback Offer Size i.e., Rs. 54,60,00,000/- (Rupees Fifty Four Crore Sixty Lakh Only), being 22.61%of the total paid-up equity capital and free reserves which does not exceed 25% (Twenty Five per cent) of the total paid-up equity capital and free reserves of the Company as on 31 March 2019;

(m) That the maximum number of shares i.e. 42,00,000 being 24.78% of the total number of shares in the paid-up equity capital proposed to be purchased under the Buyback shall not exceed 25% (Twenty Five per cent) of the total number of shares in the paid-up equity capital as per the audited balance sheet as on 31 March 2019;

(n) 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;

(o) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

(p) 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 31 March 2019;

(q) 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;

(r) That the Company has been in compliance with Sections 92,123,127 and 129 of the Companies Act; and

(s) *The Company shall not withdraw the Buyback offer after the draft letter of offer if filed with SEBI.*"

4.2. Pursuant to the Board Approval and the Shareholders' Approval, the Board of Directors approved the Buyback Size at their meeting held on 31 July 2019. The extracts of the said board resolution are as follows:

A) <u>TO FIX THE BUYBACK SIZE</u>

*"**RESOLVED THAT** pursuant to the approval of the board of directors of Smartlink Holdings Limited ("**Company**") dated 14 June 2019 ("**Board Meeting**") and pursuant to the shareholders' approval by way of a special resolution through postal ballot (including e-voting) pursuant to the postal ballot notice dated 27 June 2019, the results of which were announced on 31 July 2019 and which was deemed to be passed on 30 July 2019 (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting) ("**Shareholders Approval**"), the board of directors of the Company in accordance with Article 62 of the Articles of Association the Company, the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 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 (Buy-back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") and subject to such approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**") and/ or other appropriate authorities which may be agreed to 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 Board be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares of a face value of Rs. 2/- (Rupees Two only) each, from the equity shareholders of the Company, as on record date, for an aggregate amount of Rs. 47,45,00,000/- (Rupees Forty Seven Crore Forty Five Lakh Only), which is 19.65% of the audited standalone fully paid-up equity share capital and free reserves of the Company and 19.96% of the audited consolidated fully paid-up equity share capital and free reserves of the Company as per the audited financial results of the Company for the year ended on 31 March 2019, excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to Securities and Exchange Board of India, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses, comprising of 36,50,000 fully paid-up equity shares, at a price of Rs. 130/- (Rupees One Hundred and Thirty Only) per equity share payable in cash, on a proportionate basis, through the Tender Offer route, in accordance with the provisions of the Companies Act, 2013 (including rules framed thereunder), the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and other applicable laws ("**Buyback**")."*

5. DETAILS OF PUBLIC ANNOUNCEMENT

5.1. In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated1 August 2019, for the Buyback of Equity Shares published on 2 August 2019, in the following newspapers within two working days from the date of declaration of results of the postal ballot for special resolution on31 July 2019:

Publication	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Goa Doot	Marathi	Goa edition

5.2. The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

5.3. The Public Announcement is available on the SEBI website at www.sebi.gov.in.

6. DETAILS OF THE BUYBACK OFFER

6.1. The Board of Directors of Smartlink Holdings Limited (formerly known as Smartlink Network Systems Limited) at the Board Meeting approved the proposal for buyback of up to 42,00,000 (Forty Two Lakh Only) Equity Shares (representing up to 24.78% of the total paid-up equity share capital of the Company), at a price not exceeding the Buyback Price i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share up to an aggregate amount not exceeding Rs. 54,60,00,000 (Rupees Fifty Four Crore Sixty Lakh Only), (being less than 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest standalone audited balance sheet as on 31 March 2019 from the Equity Shareholders of the Company on a proportionate basis through the Tender Offer route) in accordance and consonance with the provisions contained in the Companies Act and the rules made thereof (including the Share Capital Rules and the Management Rules) and the Buyback Regulations. The Company sought approval of its Equity Shareholders for the buyback by way of a special resolution through postal ballot (including e-voting) pursuant to the postal ballot notice dated 27 June 2019 ("**Postal Ballot Notice**"). The Equity Shareholders approved the buyback of up to 42,00,000 (Forty Two Lakh Only) Equity Shares at a price not exceeding Rs. 130 (Rupees One Hundred Thirty Only) per Equity Share up to an aggregate amount not exceeding Rs. 54,60,00,000 (Rupees Fifty Four

Crore Sixty Lakh Only) from the Equity Shareholders/ beneficial owners of Equity Shares, on a proportionate basis, through the Tender Offer route pursuant to Article 62 of the Articles of Association of the Company and in accordance with the Companies Act and the rules made thereof (including the Share Capital Rules and the Management Rules) and the Buyback Regulations, the results of which were announced on 31 July 2019 and which was deemed to be passed on 30 July 2019 (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting) ("**Shareholders' Approval**").

6.2. Pursuant to the Board Approval and the Shareholders' Approval, the Board of Directors by way of a resolution passed at the board meeting dated 31 July 2019 approved the buyback of 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares at the Buyback Price, i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) (being equal to 19.65% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone balance sheet as on 31 March 2019), from the Equity Shareholders as of the Record date i.e., 13 August 2019, payable in cash, on a proportionate basis, through the Tender Offer route.

6.3. The Buyback Price per Equity Share and the Buyback Size do not include any expenses incurred or to be incurred for the Buyback such as filing fee payable to SEBI, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses.

6.4. The Buyback is subject to receipt of approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India, SEBI, and the stock exchanges on which the Equity Shares are listed, namely, the NSE, the BSE.

6.5. The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the stock exchange mechanism notified under the SEBI Circulars Please refer to paragraph 22 for further details.

6.6. In terms of the Buyback Regulations, under Tender Offer route, the Promoters of the Company (i.e., Mr. Kamalaksha Rama Naik, Ms. Lakshana Amit Sharma, Ms. Sudha Kamalaksha Naik, Ms. Arati Kamalaksha Naik and Kamalaksha Rama Naik HUF) have the option to participate in the Buyback. In this regard, the Promoters of the Company have expressed their intention by way of their letter dated 14 June 2019 to participate in the Buyback and may tender up to an aggregate maximum number of 1,26,05,843 (One Crore Twenty Six Lakh Five Thousand Eight Hundred and Forty Three) Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations/ terms of the Buyback. The extent of their participation in the Buyback has been detailed in paragraph 11 of this Letter of Offer.

6.7. The aggregate paid-up equity share capital and free reserves as at 31 March 2019 (as per the audited standalone financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) is Rs. 2,41,46,40,399 (Rupees Two Hundred Forty One Crore Forty Six Lakh Forty Thousand Three Hundred Ninety Nine Only). Under the provisions of the Companies Act and the Buyback Regulations, the funds deployed for the Buyback cannot exceed 25% of the total paid-up equity share capital and free reserves of the Company. The maximum amount proposed to be utilized for the Buyback, is Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) which is 19.65% of the standalone fully paid-up equity share capital and free reserves of the Company and 19.96% of the consolidated fully paid-up equity share capital and free reserves of the Company as at 31 March 2019 and is therefore within the limit of 25% prescribed under the Companies Act and the Buyback Regulations.

6.8. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 42,37,500 Equity Shares (calculated on the basis of the total paid-up equity share capital of the Company as on 31 March 2019. Since the Company proposes to buy back up to 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares, the same is within the aforesaid 25% limit. The maximum number of Equity Shares

proposed to be bought back by the Company represent 21.53% of the total paid-up equity share capital of the Company from the Equity Shareholders of the Company.

6.9. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters in the Company may increase or decrease from the existing shareholding of the total equity share capital and voting rights of the Company. Any change in voting rights of the Promoters of the Company pursuant to completion of Buyback will not result in any change in control over the Company. For details regarding the shareholding of the Promoters' pre-Buyback and post-Buyback please refer to paragraph 15.8 of this Letter of Offer.

7. AUTHORITY FOR THE BUYBACK

7.1. The Buyback is being undertaken by the Company in accordance with Article 62 of the Articles, the provisions of Sections 68, 69, 70, 108 and 110 and other applicable provisions of the Companies Act, the rules thereunder and the Buyback Regulations. The Buyback is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable laws.

7.2. The Buyback has been duly authorised by a resolution of the Board of Directors dated 14 June 2019. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e-voting), the results of which were announced on 31 July 2019 and which was deemed to having been passed on 30 July 2019 (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting).

7.3. As has been mentioned above, pursuant to the Board Approval and the Shareholders' Approval, the Board of Directors by way of a resolution passed at the board meeting dated 31 July 2019 approved the buyback of 36,50,000 (Thirty Six Lakh and Fifty Thousand Only) Equity Shares at the Buyback Price, i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only)(being equal to 19.65% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone balance sheet as on 31 March 2019), from the Equity Shareholders as of the Record date i.e., 13 August 2019, payable in cash, on a proportionate basis, through the Tender Offer route.

8. NECESSITY FOR BUYBACK

8.1. Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the company. The Board at its meeting held on 14 June 2019 considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended 31 March 2019 and decided to allocate a sum not exceeding Rs. 54,60,00,000 (Rupees Fifty Four Crore and Sixty Lakh 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 at its meeting held on 14 June 2019 decided to recommend Buyback not exceeding 42,00,000 (Forty Two Lakh Only) Equity Shares (representing 24.78% of the total paid-up equity share capital of the Company) at a price not exceeding Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share for an aggregate consideration not exceeding Rs. 54,60,00,000 (Rupees Fifty Four Crore and Sixty Lakh Only) i.e., 22.96% of the paid-up equity capital and free reserves as per the latest audited balance sheet as on 31 March 2019. As mentioned above, the Buyback has been approved by the shareholders of the Company by way of the Shareholders' Approval. Subsequently, considering several factors, including market conditions, the Board of Directors by way of a resolution passed at the board meeting dated 31 July 2019 approved the Buyback of 36,50,000 (Thirty Six Lakh and Fifty Thousand Only) Equity Shares (representing 21.53% of the total paid-up equity share capital of the Company) at a Buyback Price of Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) (being equal to 19.65% of the aggregate of the paid-up equity share capital and free reserves as per the latest audited standalone balance sheet as on 31 March 2019.

8.2. Buyback is a more efficient form of distributing surplus cash to the shareholders of the Company holding Equity Shares of the Company, *inter-alia*, for the following reasons:

8.2.1. The Buyback will help the Company to distribute surplus cash to its Equity Shareholders holding Equity Shares in proportion to their shareholding, thereby, enhancing the overall return to the Shareholders;

8.2.2. 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 shares entitled as per their holdings; or (b) 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" in accordance with the definition as per Regulation 2(1)(n) of the Buyback Regulations;

8.2.3. 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

8.2.4. 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 Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

9. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback fully paid-up Equity Shares for a consideration aggregating to Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only)at the Buyback Price of Rs.130 (Rupees One Hundred and Thirty Only) per Equity Share. Considering the Buyback Offer Size and the Buyback Price, the resultant shares to be bought back shall be 36,50,000 (Thirty Six Lakh and Fifty Thousand Only) Equity Shares.

10. 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

10.1. The maximum amount required under the Buyback will be Rs.47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to SEBI, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses.

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

10.3. 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 shall not be more than twice the paid-up equity share capital and free reserves as on 31 March 2019, after the Buyback.

10.4. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

11. MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

11.1. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company, except to the extent of reduction of in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. In the event that there is 100% acceptance of the Equity Shares tendered in the Buyback from the Equity Shareholders on a proportionate basis, the funds deployed by the Company towards the Buyback would be Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only).

11.2. The Buyback is not expected to impact growth opportunities for the Company.

11.3. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.

11.4. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

11.5. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters of the Company have the option to participate in the Buyback. In this regard, the Promoters of the Company have expressed their intention to participate in the Buyback by way of their letter dated 14 June 2019 to participate in the Buyback and may tender up to an aggregate maximum number of 1,26,05,843 (One Crore Twenty Six Lakh Five Thousand Eight Hundred and Forty Three Only) or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations.

11.6. Please see below the maximum number of Equity Shares proposed to be tendered by each Promoter of the Company.

Sr. No.	Name of the Promoter of the Company	Maximum number of Equity Shares intended to be offered
1.	Kamalaksha Rama Naik	84,95,878
2.	Arati Kamalaksha Naik	16,95,006
3.	Lakshana Amit Sharma	13,83,045
4.	Sudha Kamalaksha Naik	8,47,540
5.	Kamalaksha Rama Naik HUF	1,84,374
Total		**1,26,05,843**

11.7. Details of the date and price of acquisition of the Equity Shares that Promoters of the Company intend to tender are set-out below:

KAMALAKSHA RAMA NAIK				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
31-Mar-93	500	1,000	2.0	Cash
09-Jan-95	5,00,000	10,00,000	2.0	Cash
22-May-95	23,69,200	47,38,400	2.0	Cash
04-Feb-99	250,000	500,000	2.0	Cash
13-Mar-99	250,000	500,000	2.0	Cash
11-Feb-00	17,50,000	35,00,000	2.0	Cash
22-Sep-00	500	1,000	2.0	Cash
11-Mar-03	37,800	75,600	52.4	Open Market
12-Mar-03	55,231	1,10,462	54.6	Open Market
13-Mar-03	26,920	53,840	53.7	Open Market

KAMALAKSHA RAMA NAIK				
Date	No. of Shares*	Nominal Value	Issue Price/Transfer Price*	Consideration
17-Mar-03	16,025	32,050	52.4	Open Market
19-Mar-03	19,027	38,054	53.2	Open Market
20-Mar-03	5,950	11,900	53.1	Open Market
28-Mar-03	1,200	2,400	53.0	Open Market
12-Sep-03	42,142	84,284	94.8	Open Market
15-Sep-03	1,36,258	2,72,516	93.2	Open Market
18-Aug-04	14,240	28,480	104.7	Open Market
07-Jul-09	76,34,698	1,52,69,396	NIL	Demerger
21-Jan-10	90,486	1,80,972	51.9	Open Market
22-Jan-10	39,514	79,028	50.8	Open Market
27-Jan-10	70,000	1,40,000	49.5	Open Market
14-May-10	1,37,000	2,74,000	50.0	Open Market
18-May-10	6,249	12,498	48.4	Open Market
19-May-10	23,000	46,000	48.3	Open Market
20-May-10	6,701	13,402	48.7	Open Market
24-May-10	13,269	26,538	48.8	Open Market
25-May-10	5,332	10,664	46.4	Open Market
31-May-10	4,000	8,000	48.8	Open Market
01-Jun-10	12,597	25,194	48.4	Open Market
03-Jun-10	8,000	16,000	48.7	Open Market
04-Jun-10	87,600	1,75,200	49.1	Open Market
07-Jun-10	1,07,000	2,14,000	49.1	Open Market
08-Jun-10	66,000	1,32,000	49.0	Open Market
09-Jun-10	53,400	1,06,800	48.9	Open Market
15-Jun-10	2,772	5,544	49.8	Open Market
22-Jun-10	1,734	3,468	52.0	Open Market
23-Jun-10	88,750	1,77,500	54.6	Open Market
24-Jun-10	84,224	1,68,448	54.8	Open Market
25-Jun-10	81,051	1,62,102	54.6	Open Market
29-Jun-10	67,964	1,35,928	53.2	Open Market
30-Jun-10	4,720	9,440	51.4	Open Market
29-Jul-10	2,276	4,552	51.3	Open Market
30-Jul-10	14,825	29,650	51.1	Open Market
02-Aug-10	9,690	19,380	51.2	Open Market
03-Aug-10	3,000	6,000	51.2	Open Market
04-Aug-10	1,204	2,408	51.2	Open Market
05-Aug-10	5,510	11,020	51.1	Open Market
06-Aug-10	53,691	1,07,382	51.8	Open Market
09-Aug-10	100	200	52.0	Open Market
10-Aug-10	3,462	6,924	52.1	Open Market
11-Aug-10	40,167	80,334	51.6	Open Market
12-Aug-10	36,495	72,990	51.2	Open Market
13-Aug-10	1,215	2,430	51.2	Open Market
02-Sep-10	20,064	40,128	61.5	Open Market
03-Sep-10	29,124	58,248	61.5	Open Market
06-Sep-10	5,704	11,408	64.5	Open Market
07-Sep-10	32,316	64,632	64.3	Open Market
08-Sep-10	10,544	21,088	64.5	Open Market

KAMALAKSHA RAMA NAIK				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
16-Sep-10	12,117	24,234	74.3	Open Market
17-Sep-10	3,799	7,598	74.1	Open Market
27-Sep-10	1,818	3,636	74.2	Open Market
20-Dec-11	6,175	12,350	48.0	Open Market
21-Dec-11	18,504	37,008	48.6	Open Market
22-Dec-11	2,582	5,164	49.8	Open Market
23-Dec-11	7,720	15,440	50.8	Open Market
26-Dec-11	1,93,950	3,87,900	51.7	Open Market
28-Dec-11	6,05,760	12,11,520	53.0	Open Market
29-Dec-11	3,53,007	7,06,014	52.8	Open Market
04-Dec-12	14,120	28,240	52.3	Open Market
15-Dec-12	1,500	3,000	49.0	Transfer of Shares
28-Dec-12	1,500	3,000	49.0	Transfer of Shares
30-Jun-16	(41,74,721)	83,49,442	110.0	Buyback
03-Jul-18	(30,68,185)	61,36,370	120.0	Buyback
21-Sep-18	477	954	97.0	Open Market
24-Sep-18	2,134	4,268	98.6	Open Market
24-Sep-18	26,731	53,462	98.4	Open Market
25-Sep-18	1,822	3,644	98.5	Open Market
25-Sep-18	20,620	41,240	99.0	Open Market
12-Nov-18	9,552	19,104	92.9	Open Market
13-Nov-18	100	200	92.0	Open Market
13-Nov-18	3,298	6,596	93.3	Open Market
15-Nov-18	3,827	7,654	93.9	Open Market
15-Nov-18	4,281	8,562	92.9	Open Market
07-Dec-18	1,169	2,338	88.8	Open Market
07-Dec-18	1,780	3,560	88.9	Open Market
Total	**84,95,878**			
Maximum Equity Shares intended to be tendered up to 84,95,878				

**Adjusted for stock split*

ARATI KAMALAKSHA NAIK				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
09-Jan-95	1,00,000	2,00,000	2.0	Cash
22-May-95	4,25,000	8,50,000	2.0	Cash
11-Feb-00	3,00,000	6,00,000	2.0	Cash
02-Apr-03	40,000	80,000	NIL	Gift
07-Jul-09	12,06,214	24,12,428	NIL	Demerger
10-Jun-10	14,762	29,524	49.6	Open Market
11-Jun-10	7,252	14,504	49.2	Open Market
22-Jun-10	6,722	13,444	52.2	Open Market
24-Jun-10	50	100	54.8	Open Market
29-Jul-10	340	680	51.2	Open Market
21-Dec-11	10,000	20,000	48.7	Open Market
22-Dec-11	3,983	7,966	49.7	Open Market
23-Dec-11	1,505	3,010	50.9	Open Market

ARATI KAMALAKSHA NAIK				
Date	No. of Shares*	Nominal Value	Issue Price/Transfer Price*	Consideration
26-Dec-11	1,39,994	2,79,988	51.6	Open Market
27-Dec-11	25,000	50,000	52.8	Open Market
28-Dec-11	1,21,800	2,43,600	52.2	Open Market
25-Jun-12	475	950	45.2	Open Market
26-Jun-12	3,217	6,434	48.0	Open Market
27-Jun-12	23,885	47,770	49.1	Open Market
06-Aug-12	5,204	10,408	47.3	Open Market
13-Aug-12	6,977	13,954	48.0	Open Market
16-Aug-12	6,445	12,890	49.4	Open Market
30-Aug-12	10,000	20,000	49.2	Open Market
31-Aug-12	22,201	44,402	49.9	Open Market
05-Sep-12	9,496	18,992	49.9	Open Market
06-Sep-12	2,923	5,846	50.0	Open Market
07-Sep-12	3,213	6,426	49.9	Open Market
08-Sep-12	8,100	16,200	50.2	Open Market
10-Sep-12	4,463	8,926	50.0	Open Market
11-Sep-12	7,508	15,016	50.2	Open Market
12-Sep-12	1,242	2,484	50.0	Open Market
13-Sep-12	2,754	5,508	50.2	Open Market
14-Sep-12	8,512	17,024	49.9	Open Market
17-Sep-12	88	176	50.7	Open Market
18-Sep-12	11,020	22,040	51.5	Open Market
27-Sep-12	7,583	15,166	51.6	Open Market
28-Sep-12	3,372	6,744	51.5	Open Market
21-Nov-12	2,829	5,658	51.6	Open Market
22-Nov-12	10,100	20,200	51.4	Open Market
23-Nov-12	3,381	6,762	51.4	Open Market
26-Nov-12	6,885	13,770	51.8	Open Market
27-Nov-12	13,363	26,726	52.3	Open Market
29-Nov-12	1,557	3,114	52.0	Open Market
30-Nov-12	2,258	4,516	52.3	Open Market
03-Dec-12	7,751	15,502	52.2	Open Market
04-Dec-12	27,341	54,682	52.3	Open Market
05-Dec-12	4,729	9,458	52.3	Open Market
06-Dec-12	1,013	2,026	52.2	Open Market
17-Dec-12	4,845	9,690	52.7	Open Market
21-Dec-12	8,260	16,520	52.3	Open Market
24-Dec-12	11,959	23,918	52.8	Open Market
27-Dec-12	11,742	23,484	54.4	Open Market
28-Dec-12	17,084	34,168	53.9	Open Market
31-Dec-12	1,58,335	3,16,670	57.5	Open Market
07-Feb-13	11,208	22,416	55.2	Open Market
08-Feb-13	1,546	3,092	54.9	Open Market
11-Feb-13	2,575	5,150	55.0	Open Market
13-Feb-13	6,973	13,946	54.5	Open Market
14-Feb-13	4,945	9,890	54.8	Open Market
15-Feb-13	16,955	33,910	54.9	Open Market
18-Feb-13	5,403	10,806	54.9	Open Market

ARATI KAMALAKSHA NAIK				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
19-Feb-13	3,494	6,988	54.9	Open Market
20-Feb-13	653	1,306	55.0	Open Market
21-Feb-13	2,468	4,936	55.7	Open Market
22-Feb-13	4,495	8,990	55.8	Open Market
26-Feb-13	3,182	6,364	55.6	Open Market
27-Feb-13	2,430	4,860	56.6	Open Market
28-Feb-13	4,384	8,768	56.1	Open Market
01-Mar-13	4,017	8,034	56.5	Open Market
04-Mar-13	8,180	16,360	56.3	Open Market
05-Mar-13	2,370	4,740	56.2	Open Market
06-Mar-13	2,050	4,100	56.6	Open Market
07-Mar-13	2,387	4,774	56.8	Open Market
08-Mar-13	4,897	9,794	56.5	Open Market
11-Mar-13	7,411	14,822	56.6	Open Market
12-Mar-13	227	454	57.2	Open Market
13-Mar-13	57,315	1,14,630	59.7	Open Market
14-Mar-13	3,952	7,904	59.4	Open Market
15-Mar-13	5,279	10,558	58.4	Open Market
30-Jun-16	(8,03,208)	16,06,416	110.0	Buyback
27-Sep-17	1,600	3,200	95.2	Open Market
27-Sep-17	15,089	30,178	95.2	Open Market
28-Sep-17	10,462	20,924	95.8	Open Market
28-Sep-17	17,529	35,058	96.5	Open Market
03-Jul-18	(6,02,245)	12,04,490	120.0	Buyback
28-Aug-18	2,100	4,200	94.9	Open Market
28-Aug-18	1,424	2,848	94.9	Open Market
29-Aug-18	505	1,010	95.5	Open Market
29-Aug-18	4,385	8,770	95.8	Open Market
30-Aug-18	1,095	2,190	97.2	Open Market
30-Aug-18	1,468	2,936	96.8	Open Market
31-Aug-18	3,221	6,442	98.8	Open Market
31-Aug-18	10,552	21,104	98.1	Open Market
05-Sep-18	1,127	2,254	99.7	Open Market
05-Sep-18	8,093	16,186	99.0	Open Market
06-Sep-18	1,911	3,822	99.5	Open Market
06-Sep-18	6,370	12,740	99.5	Open Market
Total	**16,95,006**			
Maximum Equity Shares intended to be tendered up to 16,95,006				

**Adjusted for stock split*

LAKSHANA AMIT SHARMA				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
09-Jan-95	2,87,500	5,75,000	2.0	Cash
22-May-95	2,12,500	4,25,000	2.0	Cash
11-Mar-97	3,12,300	6,24,600	2.0	Share Transfer
17-Apr-02	(25,000)	50,000	102.0	Open Market

LAKSHANA AMIT SHARMA				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
18-Apr-02	(10,500)	21,000	100.5	Open Market
25-Apr-02	(20,000)	40,000	101.1	Open Market
28-Apr-02	(30,000)	60,000	102.5	Open Market
06-May-02	(14,500)	29,000	112.8	Open Market
07-Jul-09	9,93,279	19,86,558	NIL	Demerger
10-Jun-10	22,504	45,008	49.3	Open Market
11-Jun-10	4,000	8,000	49.1	Open Market
15-Jun-10	5,995	11,990	49.6	Open Market
18-Jun-10	1,122	2,244	51.6	Open Market
21-Jun-10	6,000	12,000	52.4	Open Market
22-Jun-10	16,254	32,508	52.2	Open Market
23-Jun-10	38,546	77,092	54.2	Open Market
29-Jul-10	291	582	50.9	Open Market
11-Dec-12	4,785	9,570	51.8	Open Market
12-Dec-12	5,719	11,438	52.1	Open Market
13-Dec-12	6,673	13,346	52.3	Open Market
14-Dec-12	13,373	26,746	52.2	Open Market
30-Jun-16	(4,87,982)	9,75,964	110.0	Buyback
28-Jun-17	1,660	3,320	96.6	Open Market
28-Jun-17	13,559	27,118	96.7	Open Market
29-Jun-17	78,000	1,56,000	97.5	Open Market
29-Jun-17	3,000	6,000	97.2	Open Market
30-Jun-17	790	1,580	96.8	Open Market
14-Sep-17	2,180	4,360	93.2	Open Market
15-Sep-17	2,410	4,820	93.7	Open Market
18-Sep-17	1,750	3,500	93.0	Open Market
18-Sep-17	2,240	4,480	93.2	Open Market
19-Sep-17	11,944	23,888	93.9	Open Market
21-Sep-17	1,320	2,640	93.1	Open Market
21-Sep-17	7,672	15,344	93.3	Open Market
22-Sep-17	13,073	26,146	93.6	Open Market
22-Sep-17	28,097	56,194	93.5	Open Market
25-Sep-17	6,791	13,582	93.9	Open Market
25-Sep-17	45,183	90,366	94.6	Open Market
28-Sep-17	53,174	1,06,348	99.9	Open Market
28-Sep-17	26,872	53,744	99.2	Open Market
29-Sep-17	9,497	18,994	100.0	Open Market
29-Sep-17	12,415	24,830	99.7	Open Market
03-Jul-18	(4,44,536)	8,89,072	120.0	Buyback
06-Sep-18	220	440	98.2	Open Market
06-Sep-18	4,836	9,672	99.8	Open Market
07-Sep-18	194	388	99.4	Open Market
07-Sep-18	8,296	16,592	100.5	Open Market
10-Sep-18	3,418	6,836	100.8	Open Market
10-Sep-18	2,817	5,634	99.8	Open Market
17-Sep-18	102	204	98.5	Open Market
17-Sep-18	3,442	6,884	100.0	Open Market
18-Sep-18	1,600	3,200	99.8	Open Market

LAKSHANA AMIT SHARMA				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
18-Sep-18	4,032	8,064	99.5	Open Market
19-Sep-18	1,003	2,006	100.0	Open Market
19-Sep-18	1,000	2,000	99.1	Open Market
13-Feb-19	17,342	34,684	82.5	Open Market
13-Feb-19	2,058	4,116	81.0	Open Market
14-Feb-19	5,254	10,508	81.6	Open Market
14-Feb-19	1,655	3,310	80.8	Open Market
27-Feb-19	2,967	5,934	80.4	Open Market
27-Feb-19	2,614	5,228	79.9	Open Market
28-Feb-19	15,480	30,960	82.4	Open Market
28-Feb-19	2,594	5,188	80.9	Open Market
28-Mar-19	42,927	85,854	99.5	Open Market
28-Mar-19	39,244	78,488	98.0	Open Market
Total	**13,83,045**			
Maximum Equity Shares intended to be tendered up to 13,83,045				

**Adjusted for stock split*

SUDHA KAMALAKSHA NAIK				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
09-Jan-95	1,50,000	3,00,000	2.00	Cash
22-May-95	30,000	60,000	2.00	Cash
11-Feb-00	4,00,000	8,00,000	2.00	Cash
02-Apr-03	40,000	80,000	NIL	Gift
07-Jul-09	8,64,570	17,29,140	NIL	Demerger
10-Jun-10	15,430	30,860	49.1	Open Market
29-Jul-10	243	486	51.0	Open Market
30-Jun-16	(3,99,866)	7,99,732	110.0	Buyback
26-Sep-17	5,549	11,098	96.4	Open Market
26-Sep-17	21,574	43,148	96.1	Open Market
03-Jul-18	(3,01,123)	6,02,246	120.0	Buyback
19-Sep-18	198	396	99.2	Open Market
19-Sep-18	2,521	5,042	99.7	Open Market
21-Sep-18	5,381	10,762	99.7	Open Market
21-Sep-18	13,063	26,126	100.0	Open Market
Total	**847,540**			
Maximum Equity Shares intended to be tendered up to 8,47,540				

**Adjusted for stock split*

KAMALAKSHA RAMA NAIK (HUF)				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
01-Nov-01	6,685	13,370	59.0	Open Market
02-Nov-01	4,815	9,630	59.9	Open Market
05-Nov-01	3,910	7,820	59.1	Open Market
06-Nov-01	1,600	3,200	60.1	Open Market

KAMALAKSHA RAMA NAIK (HUF)				
Date	**No. of Shares***	**Nominal Value**	**Issue Price/Transfer Price***	**Consideration**
07-Nov-01	2,750	5,500	60.5	Open Market
08-Nov-01	250	500	61.5	Open Market
09-Nov-01	1,000	2,000	61.6	Open Market
12-Nov-01	1,575	3,150	60.9	Open Market
13-Nov-01	1,575	3,150	61.2	Open Market
14-Nov-01	175	350	61.7	Open Market
15-Nov-01	750	1,500	60.8	Open Market
19-Nov-01	3,675	7,350	60.4	Open Market
20-Nov-01	1,625	3,250	61.4	Open Market
21-Nov-01	800	1,600	63.0	Open Market
22-Nov-01	525	1,050	62.5	Open Market
23-Nov-01	250	500	64.1	Open Market
26-Nov-01	125	250	64.1	Open Market
27-Nov-01	3,250	6,500	63.1	Open Market
28-Nov-01	1,550	3,100	57.2	Open Market
29-Nov-01	625	1,250	61.7	Open Market
03-Dec-01	750	1,500	61.9	Open Market
04-Dec-01	275	550	62.7	Open Market
05-Dec-01	125	250	62.3	Open Market
06-Dec-01	150	300	61.1	Open Market
07-Dec-01	900	1,800	61.1	Open Market
10-Dec-01	875	1,750	62.6	Open Market
11-Dec-01	1,125	2,250	62.2	Open Market
12-Dec-01	1,050	2,100	61.8	Open Market
13-Dec-01	7,500	15,000	60.9	Open Market
14-Dec-01	875	1,750	61.1	Open Market
14-Feb-02	50,000	100,000	62.0	Open Market
02-Apr-03	42,100	84,200	NIL	Gift
07-Jul-09	1,99,736	3,99,472	NIL	Demerger
30-Jun-16	(91,414)	1,82,828	110.0	Buyback
03-Jul-18	(67,183)	1,34,366	120.0	Buyback
Total	**1,84,374**			
Maximum Equity Shares intended to be tendered up to 1,84,374				

**Adjusted for stock split*

11.8. Consequent to the Buyback and based on the number of shares bought back within each category of shareholders, the shareholding pattern of the Company would undergo a change.

11.9. The aggregate shareholding of the Promoters as on the date of the Letter of Offer who are in control of the Company:

Sr. No	Name of Shareholder	No. of Equity Shares held	Shareholding Percentage (%)
1.	Kamalaksha Rama Naik	84,95,878	50.12
2.	Arati Kamalaksha Naik	13,83,045	8.16
3.	Lakshana Amit Sharma	8,47,540	5.00
4.	Sudha Kamalaksha Naik	1,84,374	1.09
5.	Kamalaksha Rama Naik (HUF)	16,95,006	10.00
	Total	1,26,05,843	74.37

11.10. The aggregate shareholding of the directors and key managerial personnel of the Company:

Sr. No	Name	Designation	No. of Equity Shares held	Shareholding Percentage (%)
1.	Kamalaksha Rama Naik	Executive Chairman	84,95,878	50.12
2.	Krishnanand Maruti Gaonkar	Director	23,319	0.14
3.	Pankaj Madhav Baliga	Director	0	0
4.	Pradeep Gopal Pande	Director	0	0
5.	Bhanubhai Ramji Patel	Director	0	0
6.	Pradeep Anant Rane	Director	0	0
7.	Arati Kamalaksha Naik	Wholetime Director	16,95,006	10.00
8.	K. G. Prabhu	Chief Financial Officer	5	0
9.	Urjita Damle	Company Secretary	0	0

11.11. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters in the Company may increase over the existing 74.37% holding in the total equity share capital and voting rights of the Company. The Promoters of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters will not result in any change in control over the Company. The Promoters of the Company have undertaken that in case there is an increase in voting rights of the Promoters beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoters of the Company in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the minimum public shareholding requirement. The Company and the Promoters of the Company have undertaken to comply with the minimum public shareholding requirements even after the Buyback.

11.12. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters post completion of the Buyback may increase or decrease from 74.37% to 74.41% of the post Buy-back Equity Share capital of the Company.

11.13. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the public post Buyback may increase or decrease, as the case may be, from 25.63% to 25.59% of the post Buy-back Equity Share capital of the Company.

11.14. The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by the Companies Act and the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement.

11.15. The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buy-Back period.

11.16. 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.

11.17. The Promoters of the Company or their associates shall not deal in the Equity Shares of the Company on the Stock Exchanges or off-market, including by way of inter-se transfer(s) of Equity Shares among the Promoters during the period from the date of passing the special resolution by the Equity Shareholders of the Company (by way of postal ballot including e-voting) till the closure of the Buyback in accordance with the Buyback Regulations.

11.18. The Company is not undertaking the Buyback so as to delist its Equity Shares from the Stock Exchanges.

11.19. Salient financial parameters consequent to the Buyback based on the latest standalone audited results as on 31 March 2019 are as under:

(Rs. Crore, except per share data)

Particulars	Pre Buyback*	Post Buyback*
Net Worth (in Rs cr)[a]	246.53	199.08
Return on Net Worth or Return on Equity (%)[b^]	(11.24)%	(13.92)%
Basic Earnings per Share - Basic (Rs) [c]	(15.03)	(18.73)
Book value per Equity Share or NAV per Share (Rs) [d]	145.44	149.68
P/E as per the latest audited financial result [e]	(6.05)	(4.85)
Total Debt/Equity Ratio [f]	-	-

Notes:

a. Excludes revaluation reserve of Rs. 3.72crore, based on standalone audited financials as of 31 March 2019.

b. Return on Networth = Profit/(loss) for the period(Annualised)/ Networth

c. Basic Earnings per Share = Profit for the period/ average number of Equity Shares at the end of the period.

d. Book Value per Equity Share = Networth divided by total number of shares outstanding

e. Price/ Earnings (P/E) = Closing market price of the Equity Shares on NSE on 31 March 2019 divided by basic earnings per the Equity Share.

f. Total debt/ equity Ratio = Total debt divided by Networth.

g. For the purpose of calculating post buy back figures, net worth is reduced by Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) assuming full acceptance in buy back. Similarly ,average number of Equity Shares for the purpose of basic earnings per share and total number of Equity Shares for the purpose of book value per Equity Share has been reduced by 36,50,000 (Thirty Six Lakh and Fifty Thousand) fully paid-up Equity Shares *assuming full acceptance in the Buyback.*

**Pre and Post Buyback calculations are based on standalone audited financials as of 31 March 2019*

^Annualized profit/ (loss) for the period includes profits from discontinued operations and net gain on sale of identified business

11.20. Salient financial parameters consequent to the Buyback based on the consolidated audited financial statements as on 31 March 2019

Particulars	Pre Buyback*	Post Buyback*
Net Worth (in Rs cr)[a]	242.82	195.37
Return on Net Worth or Return on Equity (%)[b^]	(0.95) %	(1.19) %
Basic Earnings per Share - Basic (Rs) [c]	(1.26)	(1.56)
Book value per Equity Share or NAV per Share (Rs) [d]	143.26	146.90
P/E as per the latest audited financial result [e]	(72.10)	(58.24)
Total Debt/Equity Ratio [f]	0.08	0.10

Notes:

a. Excludes revaluation reserve of Rs. 3.72 crore, based on consolidated audited financials as of 31 March 2019.

b. Return on Networth = Profit/(loss) for the period(Annualised)/ Networth

c. Basic Earnings per Share = Profit for the period/ average number of Equity Shares at the end of the period.

d. Book Value per Equity Share = Networth divided by total number of shares outstanding

e. Price/ Earnings (P/E) = Closing market price of the Equity Shares on NSE on 29 March 2019 divided by basic earnings per the Equity Share.

f. Total debt/ equity Ratio = Total debt divided by Networth.

g. For the purpose of calculating post buy back figures, net worth is reduced by Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) assuming full acceptance in buy back. Similarly average number of Equity Shares for the purpose of basic earnings per share and total number of Equity Shares for the purpose of book value per Equity Share has been reduced by 36,50,000 (Thirty Six Lakh and Fifty Thousand) fully paid-up Equity Shares *assuming full acceptance in the Buyback.*

**Pre and Post Buyback calculations are based on standalone audited financials as of 31 March 2019*

^Annualized profit/ (loss) for the period includes profits from discontinued operations and net gain on sale of identified business

12. MAXIMUM PRICE AT WHICH THE SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUYBACK PRICE

12.1. The Equity Shares of the Company are proposed to be bought back at the Buyback Price i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share. The Buyback Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on BSE and the NSE 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.

12.2. The Buyback Price of Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share represents: (i) a premium of 11.95% and 47.18% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for 3 months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback; and (ii) a premium of -4.38% and 54.08% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

12.3. For trends in the market price of the Equity Shares, please refer to paragraph 18 of this Letter of Offer.

12.4. The closing market price of the Equity Shares as on the date of intimation, i.e., 11 June 2019 to NSE for the Board Meeting for considering the Buyback was Rs. 94.5 on NSE. While the date of intimation to BSE was also 11 June 2019 the stock was not traded on BSE on that day. The closing market price of the Equity Shares as of 10 June 2019 was Rs. 81.7.

13. SOURCES OF FUNDS

13.1. Assuming full acceptance, the funds that would be deployed by the Company for the purposes of the Buyback, would be Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only) excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to SEBI, transaction costs viz. brokerage, advisors' fees, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, buyback tax, stamp duty and other related and incidental expenses.

13.2. The fund for the Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted by the Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statement. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

14. DETAILS OF ESCROW ACCOUNT AND AMOUNT DEPOSITED THEREIN

14.1. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed ICICI Bank Limited, as the escrow agent for the Buyback. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated 29 August 2019 pursuant to which the Escrow Account in the name and style '**SMARTLINK HOLDINGS BUY BACK 2019 ESCROW ACCOUNT**' bearing account number 000405122027 has been opened with the Escrow Agent. The Manager is empowered to operate the Escrow Account in accordance with the Buyback Regulations. The Company will deposit a sum of 11,86,00,000/- (Rupees Eleven Crore and Eighty Six Lakh Only), in cash, in the Escrow Account, which is the aggregate of 25% up to Rs. 100,00,00,000 (Rupees Hundred Crore only) of the Buyback Offer Size on or before the Buyback Opening Date (i.e., Friday, 11 October 2019) in accordance with the SEBI Buyback Regulations. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered under the Escrow Agreement to operate the Escrow Account.

14.2. The Escrow Agent has its registered office at ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai 400020.

14.3. The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified by S.P. Bhandare & Associates, Chartered Accountants, having its office at 3/UG-4, Models Residency, St. Inez., Panaji-Goa, 403001, India (Telephone: (0832) 2221464); Membership No.: 35615; Firm Registration No.: 101157W), vide a certificate dated 7 August 2019.

14.4. Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1. The present capital structure of the Company as on date of the issue of this Letter of Offer is as follows:

	Pre Buyback (Rs. Lacs)
Authorised Share Capital	
3,50,00,000 Equity Shares of Rs. 2 each	700.00
Issued, Subscribed and Paid-Up Share Capital	
1,69,50,000 fully paid-up Equity Shares of Rs. 2 each	339.00

15.2. Assuming full acceptance in the Buyback the capital structure post Buyback would be as follows:

	Post Buyback (Rs. Lacs)
Authorised Share Capital	
3,50,00,000 Equity Shares of Rs. 2 each	700.00
Issued, Subscribed and Paid-Up Share Capital	
1,33,00,000 fully paid-up Equity Shares of Rs. 2 each	266.00

15.3. There are no partly paid up Equity Shares.

15.4. There are no outstanding instruments convertible into Equity Shares granted by the Company.

15.5. There are no amounts under calls in arrears.

15.6. Details of buyback programmes undertaken by the Company in the last three (3) years are given below:

Sr. No.	Opening Date	Closing Date	Method of Buyback	Equity Shares Bought Back
1	6 June 2016	17 June 2016	Tender Offer	7,454,850
2	13 June 2018	26 June 2018	Tender Offer	5,600,000

15.7. The shareholding pattern of the Company before and after the Buyback, as on the Record Date is provided below:

Particulars	Pre-Buyback		Post-Buyback#	
	Number of Shares	% to existing share capital	No. of Shares post Buyback*	% holding post Buyback*
Promoters	1,26,05,843	74.37	98,96,129	74.41
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	76,718	0.45	34,03,871	25.59
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	2,230	0.01		
Public including other Bodies Corporate	42,65,209	25.16		
Total	1,69,50,000	100.00	1,33,00,000	100.00

** Assuming full acceptance of Equity Shares in the Buyback.*

15.8. The shareholding pattern of the Promoters before and after the Buyback, as on the Record Date is provided below:

S. No.	Name of the Promoter	Pre-Buyback		Post-Buyback#	
		Number of Shares	% to existing share capital	No. of Shares post Buyback*	% holding post Buyback*
1.	Kamalaksha Rama Naik	84,95,878	50.12	66,69,628	50.15
2.	Lakshana Amit Sharma	13,83,045	8.16	10,85,750	8.16
3.	Sudha Kamalaksha Naik	8,47,540	5.00	6,65,356	5.00
4.	Arati Kamalaksha Naik	1,695,006	10.00	13,30,653	10.00
5.	Kamalaksha Rama Naik HUF	1,84,374	1.09	1,44,742	1.09
	Total	1,26,05,843	74.37	98,96,129	74.41

** Assuming full acceptance of Equity Shares in the Buyback.*

15.9. Aggregate number of shares or other specified securities purchased/sold by any Promoter, Directors and Key Managerial Personnel of the Company during the period from twelve (12) months preceding 1 August, 2019 being the date of the Public Announcement:

Name of person	Promoter, Directors and Key Managerial Personnel	No. of shares purchased/ sold	Nature of transaction	Maximum price (Rs.)	Date of Maximum price (Rs.)	Minimum price (Rs.)	Date of minimum price	Date of transaction
K R Naik	Promoter	477	Purchase*	97.00	21/09/2018	97.00	21/09/2018	21/09/2018
K R Naik	Promoter	2,134	Purchase*	98.55	24/09/2018	97.20	24/09/2018	24/09/2018
K R Naik	Promoter	26,731	Purchase*	98.50	24/09/2018	97.00	24/09/2018	24/09/2018
K R Naik	Promoter	1,822	Purchase*	98.50	25/09/2018	97.15	25/09/2018	25/09/2018
K R Naik	Promoter	20,620	Purchase*	100.00	25/09/2018	97.25	25/09/2018	25/09/2018
K R Naik	Promoter	9,552	Purchase*	92.95	12/11/2018	91.50	12/11/2018	12/11/2018
K R Naik	Promoter	100	Purchase*	92.00	13/11/2018	92.00	13/11/2018	13/11/2018
K R Naik	Promoter	3,298	Purchase*	93.30	13/11/2018	91.00	13/11/2018	13/11/2018
K R Naik	Promoter	3,827	Purchase*	93.90	15/11/2018	92.80	15/11/2018	15/11/2018
K R Naik	Promoter	4,281	Purchase*	93.25	15/11/2018	91.95	15/11/2018	15/11/2018
K R Naik	Promoter	1,169	Purchase*	88.75	07/12/2018	88.10	07/12/2018	07/12/2018
K R Naik	Promoter	1,780	Purchase*	88.90	07/12/2018	87.90	07/12/2018	07/12/2018
Arati Naik	Promoter	2,100	Purchase*	94.95	28/08/2018	94.10	28/08/2018	28/08/2018
Arati Naik	Promoter	1,424	Purchase*	95.00	28/08/2018	94.10	28/08/2018	28/08/2018
Arati Naik	Promoter	505	Purchase*	95.50	29/08/2018	95.15	29/08/2018	29/08/2018
Arati Naik	Promoter	4,385	Purchase*	95.80	29/08/2018	94.85	29/08/2018	29/08/2018
Arati Naik	Promoter	1,095	Purchase*	97.15	30/08/2018	96.55	30/08/2018	30/08/2018
Arati Naik	Promoter	1,468	Purchase*	96.95	30/08/2018	96.25	30/08/2018	30/08/2018
Arati Naik	Promoter	3,221	Purchase*	98.75	31/08/2018	96.35	31/08/2018	31/08/2018
Arati Naik	Promoter	10,552	Purchase*	98.05	31/08/2018	95.45	31/08/2018	31/08/2018
Arati Naik	Promoter	1,911	Purchase*	99.50	06/09/2018	97.90	04/09/2018	04/09/2018
Arati Naik	Promoter	6,370	Purchase*	99.45	06/09/2018	97.00	04/09/2018	04/09/2018
Arati Naik	Promoter	1,127	Purchase*	99.70	05/09/2018	97.30	05/09/2018	05/09/2018
Arati Naik	Promoter	8,093	Purchase*	99.00	05/09/2018	97.30	05/09/2018	05/09/2018
Lakshana Sharma	Promoter	220	Purchase*	98.20	06/09/2018	97.95	06/09/2018	06/09/2018
Lakshana Sharma	Promoter	4,836	Purchase*	99.80	06/09/2018	97.20	06/09/2018	06/09/2018
Lakshana Sharma	Promoter	194	Purchase*	99.40	07/09/2018	98.10	07/09/2018	07/09/2018
Lakshana Sharma	Promoter	8,296	Purchase*	100.45	07/09/2018	98.25	07/09/2018	07/09/2018
Lakshana Sharma	Promoter	3,418	Purchase*	100.75	10/09/2018	98.10	10/09/2018	10/09/2018
Lakshana Sharma	Promoter	2,817	Purchase*	99.80	10/09/2018	98.05	10/09/2018	10/09/2018
Lakshana Sharma	Promoter	102	Purchase*	98.50	17/09/2018	98.00	17/09/2018	17/09/2018
Lakshana	Promoter	3,442	Purchase*	100.00	17/09/2018	97.65	17/09/2018	17/09/2018

Name of person	Promoter, Directors and Key Managerial Personnel	No. of shares purchased/ sold	Nature of transaction	Maximum price (Rs.)	Date of Maximum price (Rs.)	Minimum price (Rs.)	Date of minimum price	Date of transaction
Sharma								
Lakshana Sharma	Promoter	1,600	Purchase*	99.75	18/09/2018	99.00	18/09/2018	18/09/2018
Lakshana Sharma	Promoter	4,032	Purchase*	99.65	18/09/2018	98.10	18/09/2018	18/09/2018
Lakshana Sharma	Promoter	1,003	Purchase*	100.00	19/09/2018	98.60	19/09/2018	19/09/2018
Lakshana Sharma	Promoter	1,000	Purchase*	99.05	19/09/2018	98.75	19/09/2018	19/09/2018
Lakshana Sharma	Promoter	17,342	Purchase*	82.45	13/02/2019	80.00	13/02/2019	13/02/2019
Lakshana Sharma	Promoter	2,058	Purchase*	81.00	13/02/2019	79.85	13/02/2019	13/02/2019
Lakshana Sharma	Promoter	5,254	Purchase*	82.60	14/02/2019	79.90	14/02/2019	14/02/2019
Lakshana Sharma	Promoter	1,655	Purchase*	80.75	14/02/2019	79.20	14/02/2019	14/02/2019
Lakshana Sharma	Promoter	2,967	Purchase*	80.40	27/02/2019	79.00	27/02/2019	27/02/2019
Lakshana Sharma	Promoter	2,614	Purchase*	79.90	27/02/2019	78.75	27/02/2019	27/02/2019
Lakshana Sharma	Promoter	15,480	Purchase*	82.35	28/02/2019	78.80	28/02/2019	28/02/2019
Lakshana Sharma	Promoter	2,594	Purchase*	80.95	28/02/2019	79.05	28/02/2019	28/02/2019
Lakshana Sharma	Promoter	42,927	Purchase*	99.50	28/03/2019	90.95	28/03/2019	28/03/2019
Lakshana Sharma	Promoter	39,244	Purchase*	98.00	28/03/2019	90.90	28/03/2019	28/03/2019
Sudha Naik	Promoter	198	Purchase*	99.15	19/09/2018	98.60	19/09/2018	19/09/2018
Sudha Naik	Promoter	2,521	Purchase*	99.65	19/09/2018	98.50	19/09/2018	19/09/2018
Sudha Naik	Promoter	5,381	Purchase*	99.70	21/09/2018	97.00	21/09/2018	21/09/2018
Sudha Naik	Promoter	13,063	Purchase*	100.00	21/09/2018	97.25	21/09/2018	21/09/2018

** Open Market Purchase*

15.10. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters post completion of the Buyback may increase or decrease from 74.37% to 74.41% of the post Buy-back Equity Share capital of the Company.

15.11. There is no pending scheme of amalgamation or compromise or arrangement of the Company pursuant to any provisions of the Companies Act.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1. The Company was incorporated on 31 March 1993under the Companies Act, 1956. The registered office of the Company is located at L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722. The name of the Company has been changed from Smartlink Network Systems Limited to Smartlink Holdings Limited pursuant to the certificate of incorporation issued by the Ministry of Corporate Affairs (Registrar of Companies) dated 18 April 2018.

16.2. The paid-up equity share capital of the Company for the year ended 31 March 2019 was Rs. 3,39,00,000 (Rupees Three Crore Thirty Nine Lakh) and the total free reserves (on a standalone basis) for the year ended 31 March 2019 were Rs. 2,38,07,40,399 (Rupees Two Hundred and Thirty Eight Crore Seven Lakh Forty Thousand Three Hundred and Ninety Nine Only).

16.3. The Company is in the business of investment of funds in mutual funds and other investments and investments in its subsidiary companies. The Company has received the certificate of registration to carry on the business of non - banking financial institution without accepting public deposits from Reserve Bank of India dated 2 May 2018* issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934.

**Disclaimer:*

a) "Reserve Bank of India neither accepts any responsibility nor guarantees the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for discharge of any liability by the Company."

b) "Neither there is any provision in law to keep, nor does the Company keep any part of the deposits with the Reserve Bank of India and by issuing a Certificate of Registration to the Company, the Reserve Bank of India, neither accepts any responsibility nor guarantees the payment of deposits to any depositor or any person who has lent any sum to the Company."

16.4. The Company has three (3) subsidiaries namely (i) Digisol Systems Limited; (ii) Synegra EMS Limited; and (iii) Telesmart SCS Limited ((i) – (iii) collectively referred to as the "**Group**"). The Group is in the business of developing, manufacturing, marketing, distributing and servicing of networking products and structured cabling products.

16.5. The Group has its manufacturing facility for the manufacturing of networking and Structured Cabling Systems (SCS) products at Verna, Goa.

16.6. The Group offers range of products for various communication needs including Switching, Broadband Routing, Wireless LAN and Surveillance.

16.7. The Equity Shares of the Company were listed on BSE and NSE in 2001.

16.8. **History of Growth**

16.8.1. For the financial years ended 31 March 2019, 31 March 2018 and 31 March 2017, the Company recorded standalone revenue of Rs. 20,28,00,609 (Rupees Twenty Crore Twenty Eight Lakh Six Hundred And Nine Only), Rs. 20,96,66,151 (Rupees Twenty Crore Ninety Six Lakh Sixty Six Thousand One Hundred and Fifty One Only) and Rs. 24,16,51,931 (Rupees Twenty Four Crore Sixteen Lakh Fifty One Thousand Nine Hundred and Thirty One Only), respectively, and standalone loss after tax of Rs. 27,72,10,623 (Rupees Twenty Seven Crore Seventy Two Lakh Ten Thousand Six Hundred and Twenty Three Only), profit after tax of Rs. 11,00,19,635 (Rupees Eleven Crore Nineteen Thousand Six Hundred and Thirty Five Only), and profit after tax of Rs. 5,17,26,708 (Rupees Five Crore Seventeen Lakh Twenty Six Thousand Seven Hundred and Eight Only), respectively. The year on year growth of standalone revenue and standalone profit after tax for the years ended 31 March 2019, 2018 and 2017 was -351.96% and 64.67%, respectively.

16.9. Following is the share capital history of the Company since inception:

Date of Allotment / Buyback	Number of shares	Face Value (Rs.)	Issue Price (Rs.)	Value (Rs.)	Consi-deration	Nature of Allotment	Cumulative		
							# of Shares	Paid up Capital	Share Premium
31.03.1993	1,000	2	2	2,000	Cash	Subscribed at the time of incorporation of Company	1,000	2,000	Nil
09.01.1995	25,00,000	2	2	50,00,000	Cash	Issue of Shares to existing Shareholders	25,01,000	50,02,000	Nil
22.05.1995	49,99,000	2	2	99,98,000	Cash	Issue of Shares to existing Shareholders	75,00,000	1,50,00,000	Nil
22.12.1995	17,59,250	2	6	35,18,500	Cash	Issue of Shares to D-Link Corporation (N. R. Co.)	92,59,250	1,85,18,500	Nil
24.02.1997	32,40,750	2	6	64,81,500	Cash	Issue of Shares to D-Link Asia Investments Pte. Ltd, Singapore (N. R. Co.)	1,25,00,000	2,50,00,000	Nil
08.01.1999	28,06,100	2	6	56,12,200	Cash	Issue of Shares to D-Link Corporation (N. R. Co.)	1,53,06,100	3,06,12,200	Nil

Date of Allotment / Buyback	Number of shares	Face Value (Rs.)	Issue Price (Rs.)	Value (Rs.)	Consi-deration	Nature of Allotment	Cumulative		
							# of Shares	Paid up Capital	Share Premium
11.02.2000	50,00,000	2	2	1,00,00,000	Cash	Issue of Shares to existing Shareholders	2,03,06,100	4,06,12,200	Nil
31.03.2000	15,00,000	2	40	30,00,000	Cash	Issue of Shares by Private Placement	2,18,06,100	4,36,12,200	Nil
20.07.2000	3,00,000	2	40	6,00,000	Cash	Issue of Shares by Private Placement	2,21,06,100	4,42,12,200	Nil
22.09.2000	1,00,000	2	2	2,00,000	Cash	Issue of Shares to existing Employees	2,22,06,100	4,44,12,200	Nil
22.09.2000	6,50,000	2	2	13,00,000	Cash	Issue of Shares to D- Link (India) Ltd. ESOP Trust	2,28,56,100	4,57,12,200	Nil
02.04.2001	71,48,750	2	60	1,42,97,500	IPO	Initial Public Offer	3,00,04,850	6,00,09,700	27,86,14,693
30.06.2016	(74,54,850)	2	110	1,49,09,700	Cash	Buyback	2,25,50,000	4,51,00,000	27,86,14,693
03:07.2018	(56,00,000)	2	120	1,12,00,000	Cash	Buyback	1,69,50,000	3,39,00,000	27,86,14,693
Total	**1,69,50,000**			**3,39,00,000**					

16.10. The Board of Directors of the Company comprises the following:

Name	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships
Mr. Kamalaksha Rama Naik	Executive Chairman	Post Graduate in Industrial Engineering	31.03.1993	• Synegra EMS Limited • Telesmart SCS Limited • Digisol Systems Limited • Tanmatra Technologies Private Limited
Ms. Arati Kamalaksha Naik	Wholetime Director	BE (Honours) in Computing Technology and MSc (Honours) in Business Information Systems	01.04.2019	• Digisol Systems Limited
Mr. Pradeep Anant Rane	Independent Director	Science Graduate	26.12.2006	• Digisol Systems Limited
Pankaj Madhav Baliga	Independent Director	Bachelor's Degree in Engineering and Master's Degree in Business Administration	22.12.2005 / 26.07.2014	• Anzbai (Mumbai) Business Forum • Digisol Systems Limited • British Business Promotion Association
Mr. Krishnanand Maruti Gaonkar	Independent Director	Masters Degree in Science	24.05.2000 / 26.07.2014	• Telesmart SCS Limited • Synegra EMS Limited
Mr. Bhanubhai Patel	Independent Director	Bachelors Degree in Commerce and General Law and is a Member of the Institute of Chartered Accountants of India	09.09.2014	• Oerlikon Textile India Private Limited • Ahura Holdings Private Limited • Synegra EMS Limited • Telesmart SCS Limited • Nysa Marine Services Private Limited • Pallas Gas Carriers Private Limited • Nysa LPG Logistics Private Limited

Name	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships
Mr. Pradeep Pande	Independent Director	Bachelors degree in Science and Legislative Law (LLB), Master degree in Labour Studies - Human Resources Management/ Personnel Administration, General and has done Diploma in Training & Development	05.01.2015	• Synegra EMS Limited

16.11. The details of change in Board of Directors during the last three (3) years from the date of this Letter of offer are as under:

Name	Appointment/ Resignation	Effective Date	Reasons
Ms. Arati Naik	Change in designation	26.10.2016	Resigned as Whole Time Director of the Company and continued as Non-Executive Director
Mr. Jangoo Dalal	Resignation	02.01.2018	Resignation
Ms. Arati Naik	Change in designation	01.04.2019	Resigned as Non-Executive Director and appointed as Whole Time Director of the Company
Mr. Krishnanand Gaonkar	Re-appointed	01.04.2019	Re-appointed as Independent Director of the Company for a further period of 5 years
Mr. Pankaj Baliga	Re-appointed	01.04.2019	Re-appointed as Independent Director of the Company for a further period of 5 years

16.12. The Buyback will not result in any benefit to the Promoters or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares, which will lead to reduction in the equity share capital of the Company post the Buyback.

17. FINANCIAL INFORMATION

17.1. The salient financial information of the Company as extracted from the audited standalone financial statements for the three years ended 31 March 2019, 31 March 2018 and 31 March 2017 are as under:

	Year Ended		
Particulars	**31 March 2019 (Audited)**	**31 March 2018 (Audited)**	**31 March 2017 (Audited)**
Total Income	20,28,00,609	20,96,66,151	24,16,51,931
Exceptional Income	-	-	3,12,99,446
Loss from Discontinued Operations	-	-	(4,85,81,928)
Total Expenses (excluding interest and depreciation)	43,51,62,003	5,18,46,880	10,99,34,330
Interest	4,97,182	6,53,562	14,78,061
Depreciation	1,01,71,090	1,27,86,031	1,19,89,549
Profit before tax	(24,30,29,666)	14,43,79,678	10,09,67,509

Particulars	Year Ended		
	31 March 2019 (Audited)	31 March 2018 (Audited)	31 March 2017 (Audited)
Provision for tax (including deferred tax)	3,41,80,957	3,43,60,043	4,92,40,801
Profit/ (Loss) after tax	(27,72,10,623)	11,00,19,635	5,17,26,708
Equity Share Capital	3,39,00,000	4,51,00,000	4,51,00,000
Reserves & Surplus	2,46,85,37,550	3,40,65,48,173	3,35,08,09,837
Less: Revaluation Reserve	3,71,83,524	3,71,83,524	3,71,83,524
Net Worth	2,46,52,54,026	3,41,44,64,649	3,35,87,26,313
Debt (excluding working capital loans)	-	-	-
Total Debt (including working capital loans)	-	-	-

17.2. The key financial ratios basis the audited standalone financial statements for the three years ended 31 March 2019, 31 March 2018 and 31 March 2017 are as under:

Particulars	Year Ended		
	31 March 2019 (Audited)	31 March 2018 (Audited)	31 March 2017 (Audited)
Earnings per share – Basic (Rs.)[a]	(15.03)	4.88	2.12
Earnings per share – Diluted (Rs.)[a]	(15.03)	4.88	2.12
Book value per Share[b]	145.44	151.42	148.95
Return on Net Worth (%)[c]	(11.24)%	3.22%	1.54%
Debt-equity Ratio (in times)[df]	-	-	-
Total Debt/ net worth	-	-	-

Notes:

a. Basic and Diluted Earnings per Share = Profit for the period/ average number of Equity Shares at the end of the period.

b. Book Value per Equity Share = Networth divided by total number of shares outstanding

c. Return on Networth = Profit/(loss) for the period (Annualised)/ Networth

d. Total debt/ equity Ratio = Total debt divided by Networth

17.3. The salient financial information of the Company as extracted from the audited consolidated financial statements for the three years ended 31 March 2019, 31 March 2018 and 31 March 2017 are as under:

Particulars	Year Ended		
	31 March 2019 (Audited)	31 March 2018 (Audited)	31 March 2017 (Audited)
Total Income	1,08,81,89,430	98,44,90,098	1,05,29,26,813
Total Expenses (excluding interest and depreciation)	1,05,37,45,396	96,14,66,748	1,08,26,14,649
Interest	86,95,341	19,01,548	16,79,364
Depreciation	1,64,13,057	1,84,88,030	1,65,17,204
Profit before tax	93,35,636	26,33,772	(4,78,84,404)
Provision for tax (including deferred tax)	3,41,84,627	3,57,16,590	4,92,40,801
Profit/ (Loss) after tax before minority interest	(2,48,48,991)	(3,30,82,818)	(9,71,25,205)
Share in Loss of minority Shareholders	16,88,463	8,56,371	-
Profit/ (Loss) after tax	(2,31,60,528)	(3,22,26,447)	(9,71,25,205)
Equity Share Capital	3,39,00,000	4,51,00,000	4,51,00,000
Reserves & Surplus	2,43,14,89,653	3,11,54,50,181	3,20,19,57,924
Less: Revaluation Reserve	3,71,83,524	3,71,83,524	3,71,83,524
Net Worth	2,42,82,06,129	3,12,33,66,657	3,20,98,74,400
Debt (excluding working capital loans)	-	-	-

Particulars	Year Ended		
	31 March 2019 (Audited)	31 March 2018 (Audited)	31 March 2017 (Audited)
Total Debt (including working capital loans)	19,75,02,757	3,96,43,959	68,25,475

17.4. The key financial ratios basis the audited consolidated financial statements for the three years ended 31 March 2019, 31 March 2018 and 31 March 2017 are as under:

Particulars	Year Ended		
	31 March 2019 (Audited)	31 March 2018 (Audited)	31 March 2017 (Audited)
Earnings per share – Basic (Rs.)[a]	(1.26)	(1.43)	(3.98)
Earnings per share – Diluted (Rs.)[a]	(1.26)	(1.43)	(3.98)
Book value per Share[b]	143.26	138.51	142.34
Return on Net Worth (%)[c]	(0.95)%	(1.03)%	(3.03)%
Debt-equity Ratio (in times)[d]	0.081	0.013	0.002
Total Debt/ net worth	0.081: 1	0.013: 1	0.002: 1

Notes:

a. Basic and Diluted Earnings per Share = Profit for the period/ average number of Equity Shares at the end of the period.

b. Book Value per Equity Share = Networth divided by total number of shares outstanding

c. Return on Networth = Profit/(loss) for the period (Annualised)/ Networth

d. Total debt/ equity Ratio = Total debt divided by Networth

17.5. The Company shall abide by the SEBI takeover Regulations wherever and if applicable. The Company has complied with Sections 68, 69 and 70 of the Companies Act, 2013.

18. STOCK MARKET DATA

18.1. The Equity Shares of the Company are listed on BSE and NSE.

18.2. The high, low and average market prices for the last three (3) years (April to March periods) and the monthly high, low and average market prices for the six (6) months preceding the date of the Public Announcement (i.e., 1 August 2019) and the corresponding volumes on BSE) are as follows:

Period	High (Rs.)	Date of High	Number of Equity Shares traded on that date	Low (Rs.)	Date of Low	Number of Equity Shares traded on that date	Average Price* (Rs.)	Total no. of Equity Shares traded
3 Years								
FY19 (Apr 18 – Mar 19)	117.95	06-Apr-18	1,22,752.00	76.40	18-Feb-19	588.00	92.79	13,87,144.00
FY18 (Apr 17 - Mar 18)	137.00	10-Jan-18	79,956.00	80.00	28-Mar-18	10,068.00	99.83	30,12,563.00
FY17 (Apr 16 - Mar 17)	123.40	12-Dec-16	4,92,910.00	76.00	15-Nov-16	8,164.00	95.26	40,31,089.00
6 months								
July 2019	110.80	5-Jul-19	5,99,591	77	31-Jul-19	1,851.00	92.06	28,131
June 2019	112.50	14-Jun-19	1,04,374.00	80.10	10-Jun-19	1,113.00	98.98	2,12,623.00
May	89.20	30-May-19	954.00	68.10	22-May-19	12,455.00	83.84	25,581.00
April	99.90	02-Apr-19	4,438.00	85.20	23-Apr-19	95.00	88.11	9,338.00
March	99.95	28-Mar-19	43,820.00	78.05	01-Mar-19	2,913.00	86.63	64,034.00
February	82.95	13-Feb-19	18,361.00	76.40	18-Feb-19	588.00	79.49	53,844.00

Source: www.bseindia.com

**Arithmetical average of closing prices*

18.3. The high, low and average market prices for the last three (3) years (April to March periods) and the monthly high, low and average market prices for the six (6) months preceding the date of the Public Announcement (i.e., 1 August 2019) and the corresponding volumes on NSE are as follows:

Period	High Price (Rs.)	Date of High Price	Number of Shares traded on that date	Low Price (Rs.)	Date of Low Price	Number of Shares traded on that date	Average Price* (Rs.)	Total no. of Equity Shares traded
3 Years								
FY19 (Apr 18 – Mar 19)	115.60	07-May-18	5,78,185.00	77.00	11-Feb-19	10,757.00	92.33	74,56,111.00
FY18 (Apr 17 - Mar 18)	137.00	10-Jan-18	5,62,179.00	80.40	23-Mar-18	32,461.00	99.85	1,67,20,281.00
FY17 (Apr 16 - Mar 17)	123.70	12-Dec-16	24,14,392.00	74.50	29-Sep-16	24,574.00	95.32	2,20,82,397.00
6 months								
July 2019	107.85	5- Jul-19	21,297	79	23-Jul-19	4,240.00	92.38	1,13,255
June 2019	112.70	14-Jun-19	9,12,157.00	80.00	10-Jun-19	7,343.00	97.71	15,53,552.00
May	90.00	16-May-19	27,097.00	80.15	17-May-19	2,551.00	84.01	1,13,521.00
April	100.00	02-Apr-19	37,029.00	85.00	24-Apr-19	21,344.00	87.86	1,13,582.00
March	98.00	28-Mar-19	54,726.00	78.05	05-Mar-19	1,757.00	85.82	2,84,543.00
February	83.00	07-Feb-19	3,380.00	77.00	11-Feb-19	10,757.00	79.07	85,273.00

Source: www.nseindia.com.
**Arithmetical average of closing prices*

18.4. Notice of the Board Meeting convened to consider the proposal of the Buyback was given to BSE and NSE on 11 June 2019. The closing price of the Company's Equity Share on 11 June 2019 on BSE was not available and on NSE was Rs. 82.30 (Rupees Eighty Two and Thirty Paise Only). The Board, at its meeting held on 14 June 2019 approved the proposal for the Buyback at Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share and the intimation was sent to BSE and NSE on the same day. The closing market price of the Equity Shares on NSE, BSE, during this period, are summarised below:

Event	Date	NSE (In INR)	BSE (In INR)
Notice of the Board Meeting convened to consider the proposal of the Buyback	11 June 2019	82.30	Not available
1 (One) Trading Day Post-Notice of Board Meeting	12 June 2019	96.40	97.00
1 (One) Trading Day Prior to Board Meeting	13 June 2019	96.90	96.80
Board Meeting Date	14 June 2019	108.70	108.30
1 (One) Trading Day Post-Board Meeting	17 June 2019	107.75	107.80

19. STATUTORY APPROVALS

19.1. The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations for the time being in force.

19.2. The Board at its meeting held on 14 June 2019 approved the proposal for Buyback and approved the Buyback Size and Buyback Price at its meeting held on 31 July 2019.

19.3. Equity Shareholders approved the proposal for Buyback by way of a special resolution through postal ballot on July 30, 2019, results of which were declared on 31 July 2019.

19.4. Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Shareholders must obtain all approvals if required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders, NRI, OCB shareholders, to obtain such approvals (if required) and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for

the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to such Eligible Shareholders in respect of whom no prior RBI approval is required and not Accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

19.5. By participating in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting(s), if required, and such Non-Resident Shareholders undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

19.6. As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/regulatory approvals are delayed, changes to the proposed timetable of the Buyback, if any, shall be intimated to BSE and NSE.

20. DETAILS OF THE REGISTRAR TO THE BUYBACK

Name: Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Linited)
Address: Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032
Tel: 040 6716 2222
Fax: 040 2343 1551
Email: smartlinkbuyback@karvy.com
Contact Person: Mr. M. Murali Krishna
SEBI Registration Number: INR000000221
Validity Period: Permanent

In case of any query, the shareholders may contact the Registrar during working hours i.e., 10 a.m. and 5 p.m. on all working days except Saturday, Sunday and public holidays.

20.1. **THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

21.1. The Company proposes to Buyback 36,50,000 (Thirty Six Lakh and Fifty Thousand) fully paid-up Equity Shares from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at the Buyback Price, i.e., Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share, payable in cash for an aggregate amount of Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only). The number of Equity Shares proposed to be bought back represents 21.53% of the total issued and paid-up equity share capital of the Company as at 31 March 2019. The Buyback is in accordance with Article 62 of the Articles, Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, the Share Capital Rules, the Management Rules and the Buyback Regulations and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board. The Buyback Size is 19.65% and 19.96% of the fully paid-up equity share capital and free reserves as per the latest audited balance sheet of the Company for the financial year ended 31 March 2019 (the latest audited balance sheet available as on the date of the Board Meeting approving the Buyback) on standalone and consolidated basis, respectively. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e-voting), the results of which were announced on 31 July 2019 and which was deemed to having been passed on 30 July 2019 (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting).

21.2. The aggregate shareholding of the Promoter as at the date of the Public Announcement is 1,26,05,843 (One Crore Twenty Six Lakh Five Thousand Eight Hundred and Forty Three) Equity Shares which represents 74.37% of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters of the Company have the option to participate in the Buyback. In this regard, the Promoters of the Company have expressed their intention by way of their letter dated 14 June 2019 to participate in the Buyback and may tender up to an aggregate maximum number of 12,605,843 (One Crore Twenty Six Lakh Five Thousand Eight Hundred and Forty Three) Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations/ terms of the Buyback. Please refer to paragraph 11 of this Letter of Offer for details on participation by the Promoters of the Company.

21.3. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters post completion of the Buyback may increase or decrease from 74.37% to 74.41% of the post Buy-back Equity Share capital of the Company.

21.4. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the public post Buyback may increase or decrease, as the case may be, from 25.63% to 25.59% of the post Buy-back Equity Share capital of the Company.

21.5. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category

21.6. The Company has fixed 13 August 2019as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.

21.7. The Equity Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:

21.7.1. Reserved category for Small Shareholders ("**Reserved Category**"); and

21.7.2. General category for all other Eligible Shareholders ("**General Category**")

21.8. As defined in the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than Rs. 2,00,000 (Rupees Two Lakh only). As on the Record Date, the closing price on August 13, 2019, having the highest trading volume, was Rs.90.20 (Rupees Ninety and Twenty Paise Only) per Equity Share. Accordingly, all Eligible Shareholders holding not more than 2,217 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

21.9. Based on the aforementioned definition, there are 11,015 Small Shareholders of the Company with an aggregate shareholding of 25,16,896 Equity Shares as on the Record Date, which constitutes 14.85% of the total paid-up Equity Share capital of the Company and 68.96% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.

21.10. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:

21.10.1. 15% of the number of Equity Shares which the Company proposes to Buy-back, being 5,47,500 Equity Shares; or

21.10.2. The number of Equity Shares entitled as per their shareholding as on Record Date, being 5,41,987 Equity Shares,

21.11. All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders.

21.12. Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 5,47,500 Equity Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 31,02,500 Equity Shares ("**General Portion**").

21.13. Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

Category of Eligible Shareholder	Ratio of Buyback (i.e. Buyback Entitlement)*
Reserved category for Small	5 Equity Shares for every 23 Equity Shares held on the Record Date Shareholders
General category for all other Eligible Shareholders	23 Equity Share for every 107 Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is 21.75298462868555% and General category for all other Eligible Shareholders is 21.4957226110198 %.*

Fractional Entitlements

21.14. If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

21.15. On account of ignoring the fractional entitlement, those Small Shareholders who hold 4 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

21.16. Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

21.16.1. Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

21.16.2. After the Acceptance as described in paragraph 21.16.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.

21.16.3. After the Acceptance as described in Paragraph 21.16.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total

Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.16.2, shall be reduced by one.

Adjustment for fractional results in case of proportionate Acceptance, as described above:

21.17. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.18. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares validly tendered in the General Category

21.19. Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

21.19.1. Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

21.19.2. After the Acceptance as described in paragraph 21.19.1 above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

Adjustment for fractional results in case of proportionate acceptance as described above

21.20. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.21. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

Basis of Acceptance of Equity Shares between categories

21.22. In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under paragraph 21.16(Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders) of this Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.

21.23. In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under paragraph 21.19 (Basis of Acceptance of Equity Shares validly tendered in the General Category) of this Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.

21.24. A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders".

Adjustment for fractional results in case of proportionate Acceptance, as described above:

21.25. For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer

21.26. For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.27. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21.

Miscellaneous

21.28. For avoidance of doubt, it is clarified that:

21.28.1. The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;

21.28.2. The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

21.28.3. The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

Clubbing of Entitlement

21.29. In accordance with Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company shall club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining

the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories.

22. PROCEDURE FOR TENDER/ OFFER AND SETTLEMENT

22.1. The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form.

22.2. The Eligible Shareholders holding Equity Shares on the Record Date in physical form can participate in the Buyback after such Equity Shares are dematerialised by approaching the depository participant.

22.3. The Company proposes to effect the Buyback through a Tender Offer, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed/dispatched to Eligible Shareholders. This Letter of Offer, shall be sent through electronic means to Eligible Shareholder(s) who have registered their email ids with the depositories / the Company, and for those Eligible Shareholder(s) who have not registered their email ids with the depositories / the Company, this Letter of Offer shall be dispatched through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in paragraph 22.11.

22.4. The Company will not accept any Equity Shares offered in the Buyback where the title of shares is under dispute or which are under any restraint order of a court or such similar authority for transfer/sale of such Equity Shares or where loss of share certificates(s) has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

22.5. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.

22.6. As disclosed in paragraph 21 (*Process and Methodology of Buyback*) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

22.7. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

22.8. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement but not more than their shareholding as on Record Date) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The

Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein.

22.9. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

22.10. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act, the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

THE NON-RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THIS LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.

22.11. In case of non-receipt of the Letter of Offer and the Tender Form:

22.11.1. In case the Eligible Shareholder holds Equity Shares in dematerialised form: If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e., www.smartlinkholdings.com or by providing his / her / its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

22.12. Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by Designated Stock Exchange before the Buyback Closing Date.

22.13. The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

22.14. The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

22.15. For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company ("**Company Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company Broker are as follows:

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg,
Churchgate, Mumbai – 400 020,Maharashtra, India
Tel: +91 22 2288 2460
Fax: +91 22 2282 6580
Contact Person: Mr. Allwyn Cardoza / Mr. Mitesh Shah
SEBI Registration Number. INB011286854 (BSE), INB230773037 (NSE)

22.16. BSE has been appointed as the 'Designated Stock Exchange' to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be specified by the Designated Stock Exchange from time to time.

22.17. In the event Selling Member of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code ("**UCC**") facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is not able to identify a BSE registered stock broker, then such Eligible Shareholder may contact the Manager to the Buyback for assistance in approaching a BSE registered stock broker.

22.18. All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window.

22.19. All Eligible Shareholders can enter orders for Equity Shares in demat form.

22.20. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the Tendering Period, the order for selling the Equity Shares shall be placed in the Acquisition Window by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.

22.21. The Seller Member(s) can enter orders for dematerialized Equity Shares. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders.

22.22. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

22.23. The cumulative quantity tendered shall be made available on BSE's and NSE's websites. www.bseindia.com and www.nseindia.com, respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

22.24. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

22.25. **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form**:

22.25.1. Eligible Shareholders who desire to tender their Equity Shares held in the dematerialised form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Equity Shares they intend to tender under the Buyback.

22.25.2. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account specifically created for the purpose of the Buyback

("**Special Account**") by the clearing corporation by using the early pay-in mechanism as prescribed by the Stock Exchanges and the clearing corporation prior to placing the bid by the Seller Member.

22.25.3. The details of the Special Account of the clearing corporation and the settlement number shall be informed in the issue opening circular that will be issued by BSE / clearing corporation.

22.25.4. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by the custodian participant. The custodian participant shall either confirm or reject the orders no later than the close of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

22.25.5. Upon placing the bid, the Seller Member shall provide TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.

22.25.6. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(a) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and

(c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

22.25.7. **IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED.** After the receipt of the demat Equity Shares by the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

22.25.8. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

22.26. **Equity Shares held in physical form**

22.26.1. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with notice no. 20190424-35 issued by the BSE dated April 24, 2019, and circular no. 51/2019 issued by the NSE dated May 9, 2019, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company will not be able to accept Equity Shares tendered in physical form in the Buyback. Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized before tendering their Equity Shares in the Buyback.

22.27. **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders**

22.27.1. Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

22.27.2. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

22.27.3. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

22.28. **Acceptance of orders**

22.28.1. The Registrar to the Buyback shall provide details of order acceptance to clearing corporation within specified timelines.

22.29. **Method of Settlement**

22.29.1. Upon finalization of the basis of acceptance as per Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in secondary market and as intimated by the clearing corporation from time to time.

22.29.2. The Company will pay the consideration to the Company Broker who will transfer the funds pertaining to the Buyback to the clearing corporation's bank accounts as per the prescribed schedule. For Equity shares accepted under the Buyback, the clearing corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to such Eligible Shareholders.

22.29.3. The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.

22.29.4. Eligible Shareholder will have to ensure that they keep their Depository Participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the clearing corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder.

22.29.5. The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

22.29.6. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible

Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

22.29.7. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

22.29.8. The Equity Shares lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

22.30. **Rejection Criteria**

22.30.1. The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialized form if:

(a) The Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; and
(b) If there is a name mismatch in the dematerialised account of the Equity Shareholder and PAN.

23. NOTE ON TAXATION

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

FINANCE (NO. 2) BILL 2019 INTRODUCED IN LOK SABHA HAS ALREADY BEEN PASSED BY THE PARLIAMENT AND RECEIVED THE ASSENT OF HON'BLE PRESIDENT OF INDIA ON 1 AUGUST 2019, CONVERTING THE BILL INTO THE ACT. THIS ACT HAS CHANGED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS "NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE". THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. THE AMENDED PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE ON OR AFTER 5 JULY 2019. FOR THE SAKE OF CLARITY, PROVISIONS OF INCOME TAX FOR BUY BACK OF SHARES UP TO 4 JULY 2019 AS WELL AS ON OR AFTER 5 JULY 2019 HAVE BEEN GIVEN.

FURTHER THE TAXATION LAWS (AMENDMENT) ORDINANCE 2019 PROMULGATED BY THE PRESIDENT ON 20 SEPTEMBER 2019 HAS PROVIDED A PARTIAL RELIEF FOR THE COMPANIES WHOSE SHARES ARE LISTED ON A RECOGNISED STOCK EXCHANGE. THE AMMENDED SECTION 115QA SHALL NOT BE APPLICABLE TO THOSE COMPANIES WHOSE SHARES ARE LISTED ON THE STOCK EXCHANGE AND WHO HAVE MADE PUBLIC ANNOUNCEMENT OF THEIR BUYBACK OF SHARES IN ACCORDANCE WITH THE

PROVISIONS OF SEBI REGULATIONS BEFORE 5 JULY 2019. HENCE FOR SUCH COMPANIES, THE PRE 5TH OF JULY TAXATION SYSTEM WOULD BE APPLICABLE.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.

THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("**DTAA**") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA. The ITA also provides for different tax regimes/ rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHAREHOLDERS:

Shareholders can be classified under the following categories:

1. Residents
   i. Individuals
   ii. Hindu Undivided Family (HUF)
   iii. Association of Persons (AOP) and Body of Individuals (BOI)
   iv. Indian Companies
   v. Others

2. Non-residents
   i. Non-resident Indians
   ii. Foreign citizens
   iii. Foreign companies
   iv. Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI)

v. Others

3. CLASSIFICATION OF INCOME

Gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for tax purposes, depending upon whether such shares were held as a capital asset (held as investment) or trading asset (i.e. stock-in-trade).

Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. The Central Board of Direct Taxes ("**CBDT**"), the apex body for Income-tax administration has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income. Also, if such shares are held for a period of more than 12 months, if the taxpayer desires to treat the income arising from the transfer thereof as "capital gains", the same shall not be put to dispute by the Tax Officer. However, this stand, once taken by the assessee in a particular assessment year, shall remain applicable in the subsequent assessment years also and the taxpayer shall not be allowed to opt a different/ contrary stand in this regard in the subsequent years.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as a capital asset under the provisions of the ITA.

4. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK UP TO 4TH JULY 2019)

4.1. INCOME TAX ON SHAREHOLDERS

A. SHARES HELD AS CAPITAL ASSET (Investment)

As per the provisions of the ITA, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains on buyback of shares are governed by the provisions of Section 46A of the ITA and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the ITA. The provisions of buy back under Section 115QA in Chapter XII-DA of the ITA do not apply for shares listed on the stock exchange and hence, exemption under section 10(34A) of ITA would not be relevant for buy-back of shares of a listed company.

For non-residents, capital gains would be subject to taxability under the ITA or provisions of relevant DTAA, whichever is more beneficial. However, in order to avail the benefits of DTAA, the non-resident shareholder shall obtain the certificate referred to in sub-section (4) of section 90 of the Income Tax Act and shall also furnish the prescribed particulars referred to in sub-section (5) of section 90 of the Income Tax Act.

Period of holding

Depending on the period for which the shares are held, the gains would be taxable as "short-term capital gain" or "long-term capital gain":

I. In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short- term capital asset, and the gains arising there from shall be taxable as "short term capital gains" ("**STCG**").

II. Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long- term capital asset, and the gains arising there from shall be taxable as "long – term capital gains" ("**LTCG**")

Buyback of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buyback) is entered into through a recognized stock exchange in India. Such transaction is chargeable to Securities Transaction Tax (STT). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

The taxability of buyback proceeds in the hands of eligible shareholders is as under:

Long-term capital gain (LTCG)

The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the ITA provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs-

The gain accrued on transfer of such equity shares till 31 January 2018 has been grandfathered by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following-

i. Actual cost of acquisition; or

ii. Lower of -

   a) Fair market value* or

   b) Full value of consideration received or accruing as a result of the transfer of the shares

** - fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.*

After considering the benefit provided above, LTCG arising from transfer of equity shares, exceeding Rs. 100,000 (Rupees One Lakh Only), will be taxable at 10% without allowing the benefit of indexation. The benefit of rebate for resident individuals under section 87A of ITA is not available on tax computed under section 112A.

Section 112A of the ITA shall not apply if such equity shares were acquired on or after 1 October 2004 and STT was not paid. In this regard, the Central Government has issued a Notification No. 60/2018/F. No. 370142/9/2017-TPL dated 1 October 2018. According to the notification the chargeability of STT will not be a condition for equity shares acquired before 1st October 2004 and enumerates certain situations wherein section 112A of the ITA will continue to be applicable even if STT is not paid at the time of acquisition of equity shares.

The situations enumerated in the notification are as follows:

(a) Where acquisition of existing listed equity shares in a company, whose equity shares are not frequently traded on a recognised stock exchange of India, was made through a preferential issue, subject to certain exceptions;

(b) Where transaction for acquisition of existing listed equity share in a company was not entered through a recognised stock exchange of India, subject to certain exceptions;

(c) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from a recognised stock exchange and ending on the

date on which the company was again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992 (15 of 1992) and any rules made there under.

The notifications inter alia provides certain exceptions to the aforesaid situations where the provisions of Section 112A would not apply. Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20% and rebate under section 87A for resident individuals will be available. However, for a resident shareholder, an option is available to pay tax on such LTCG at either 20% with indexation or 10% without indexation.

Short-term capital gain (STCG)

STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the ITA. Rebate for resident individuals under section 87A is available on tax payable under section 111A. Unlike in the case of LTCG, no amendment has been made that requires payment of STT at the time equity shares are acquired for eligibility of the concessional rate of 15% on STCG.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax (i.e., basic exemption limit) is required to be considered while computing tax on such LTCG or STCG taxable under Section 112A or 111A of the ITA.

In addition to the above LTCG or STCG tax, Surcharge, Health and Education Cess are leviable (Please refer to note on the rate of surcharge and cess).

Where transaction for transfer of such equity shares (i.e. buyback) is executed through a recognized stock exchange, it is liable to Securities Transaction Tax ('STT'). Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

MAT implications would get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India.

Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the ITA.

B. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the eligible shareholders of the company, then the gains would be characterised as business income and taxed under "profits and gains from business or profession". In such a case, the provisions of section 46A of IT Act will not apply.

1. Resident Shareholders:

   i. For individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates;

   ii. Domestic company having turnover or gross receipts not exceeding Rs. 250 crore (Rupees Two Hundred and Fifty Crore) in the year 2016-17 would be taxable @ 25%.

   iii. For persons other than stated in (a) and (b) above, profits would be taxable @ 30%.

   No benefit of indexation by virtue of period of holding would be available in any case.

2. Non-Resident Shareholders:

i. Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling relevant conditions and the documentary compliance prescribed under the ITA.

ii. Where DTAA provisions are not applicable:

a) For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates

b) For foreign companies, profits would be taxed in India @ 40%

c) For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge as applicable, health and education cess are leviable.

4.2. TAX DEDUCTION AT SOURCE

A. In case of Resident Shareholders

In absence of any specific provision under the IT Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

B. In the case of Non-Resident Shareholders

The non-resident is primarily responsible for discharging of tax, as applicable, since the buyback is through stock exchange.

The non-resident shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident shareholders must file their tax return in India inter-alia considering gains arising on this buyback of shares in consultation with their tax advisors.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

4.3. TAX SLABS^

Taxpayer type	Maximum amount not chargeable to tax
Resident individuals who is a senior citizen (60 years or more but less than 80 years as on last date of financial year)	Rs. 3,00,000
Resident individuals who is a super senior citizen (80 years or more at any time during the financial year)	Rs. 5,00,000
In case of any other individual	Rs. 2,50,000
In case of HUF, AOP, BOI, Artificial judicial person	Rs. 2,50,000

Rebate under section 87A for resident individuals^

A resident individual is eligible for a rebate of tax liability or Rs. 12,500 (Rupees Twelve Thousand Five Hundred Only) whichever is lower.

4.4. SURCHARGE AND CESS^

In addition to the above Capital Gain Tax, Surcharge and Health & Education Cess are leviable as under:

Taxpayer	Range of total income	Rate
Domestic companies	Exceeds Rs. 1 crore but does not exceed Rs. 10 crore	7%
	Exceeds Rs. 10 crore	12%
Companies other than domestic companies	Exceeds Rs. 1 crore but does not exceed Rs. 10 crore	2%
	Exceeds Rs. 10 crore	5%
Individuals, HUF, AOP, BOI	Exceeds Rs. 50 Lakh but does not exceed Rs. 1 crore	10%
	Exceeds Rs. 1 crore	15%
Firms, Local Authority	Exceeds Rs. 1 crore	12%

Health and education cess^ @ 4% is leviable in all cases.

In the case of non-residents availing the beneficial tax treatment prescribed under the DTAA, the rate of tax prescribed in the DTAA is all inclusive flat rate and surcharge and cess are not to be added separately to the rate prescribed in the DTAA. Judicial precedents have supported such proposition and interpretation.

^ - Tax slabs, rebate, surcharge and cess are updated as per current tax laws (Finance Act, 2019), i.e. applicable for financial year 2019-20 onwards.

5. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK ON OR AFTER 5TH JULY 2019 CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019)

Section 115QA of the Income Tax Act has shifted the responsibility of taxation of buy back of shares from the shareholders to the Company which is buying back the shares. The provisions state that any amount of distributed income by the Company to the shareholder shall be charged to tax in the hands of the Company and the Company shall be liable to pay additional income tax at the rate of 20% on the distributed income. Further, the rate shall be increased by surcharge at the rate of 12% of such tax, and health & educational cess at the rate of 4% of such tax and surcharge.

For the purpose of this section, buy back has been defined as purchase by a Company of its own shares in accordance with the provisions of any law for the time being in force relating to companies. Further, the distributed income has been defined as the consideration paid by the Company on buy back of shares as reduced by the amount which was received by the Company for issue of such shares determined in the manner as may be prescribed.

Rule 40BB of the Income Tax Rules, 1962 prescribes the manner in which the amount received by the Company for issue of such shares has to be determined.

Since the provisions of 115QA of the Income Tax Act have been extended to the buyback of shares listed on the recognised stock exchange, the income tax exemption granted under Section 10(34A) of the Income Tax Act to the distributed income in the hands of the recipient being a shareholder on account of the buyback of the shares has also been extended to the shares being listed on the recognised stock exchange. Thus the distributed income arising on account of buy back of shares listed on a recognised stock exchange by the Company will be exempt in the hands of the shareholders under section 10(34A) of the Income Tax Act.

As the distributed income in the hands of the recipient on account of the buyback of the shares will be exempt, there is no question of deducting any TDS by the Company on the buyback of the shares.

The tax under Section 115QA of the Income Tax Act is payable by the Company not withstanding that such Company may not have any income tax on its total income. Further such tax shall be treated as the final payment of tax in respect of the said income.

Notes

i. The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.

ii. All the above benefits are as per the current tax laws (including amendments made by the Finance (No. 2) Act, 2019), legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the benefits listed above. Accordingly, any change or amendments in the law or relevant regulations would necessitate a review of the above.

iii. The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Taxpayer should consult with his own tax advisor/s for applying the tax provisions considering the facts and circumstances attendant to his case.

iv. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

v. The tax rate and other provisions may undergo changes.

24. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and (x) of Schedule I to the Buyback Regulations:

24.1. The Board of Directors 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.

24.2. The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

24.2.1. That immediately following the date of the meeting of the Board convened for approving the Buyback i.e., 14 June 2019 ("**Board Meeting**") and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), there will be no grounds on which the Company can be found unable to pay its debts;

24.2.2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e., 14 June 2019 and the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting), 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 receipt of duly completed postal ballot forms or e-voting);

24.2.3. 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).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on 14 June 2019.

For and on behalf of the Board of Directors of the Company.

Sd/-	**Sd/-**
Kamalaksha Naik	**Krishnanand Gaonkar**
Executive Chairman	**Director**
DIN: 00002013	**DIN: 00002425**

25. AUDITOR'S CERTIFICATE

The text of the report dated 14 June 2019 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 Auditor's 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 Known as 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 (formerly known as Smartlink Network Systems Limited) (the "**Company**") having its registered office at L-7, Verna Industrial Estate, Verna, Salcete Goa vide engagement letter dated 13th June 2019 in connection with the proposed buyback of equity shares as approved by the board of directors of the Company at its meeting held on 14th June 2019 in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "**Act**") and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (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 is attached as Annexure A and which we have initialed for identification purposes only.

Management's Responsibility for the Statement

2. The preparation of the Statement in accordance with Section 68 (2)(c) of the Act and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, 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 the design,

implementation and maintenance of 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.

3. The management is also responsible for ensuring compliance with sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations.

Auditor's Responsibility

4. 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 financial statements for the year ended 31st March 2019 which were approved by the Board of Directors of the Company at their meeting held on 15th May 2019;

   (ii) Whether the amount of capital payment for the buyback 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 14th June 2019 and also from the date of passing the special resolution by postal ballot (i.e., the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting).

5. The financial statements for the year ended 31st March 2019 have been audited by us, on which we issued an unmodified audit opinion vide our report dated 15th May 2019. Our audit of these financial statements were 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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 involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 4 above. The procedures selected depend on the auditor's judgement, 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 inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended 31st March, 2019:

   (ii) Examined authorization for buy back from the Articles of Association of the Company;

   (iii) Obtained certified copy of the resolution passed at the Board of Directors meeting held on 14th June 2019 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;

(v) Examined that the ratio of debt owned by the Company, if any, is not more than 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 14th June 2019 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 receipt of duly completed postal ballot forms or e-voting); and

(vii) Obtained necessary representations from the management of the Company.

Except to the foregoing procedures specified in paragraph 8 above and compliance with relevant provisions of the Act and SEBI Buyback Regulations in respect of the same, our scope of work did not include verification of compliance with other requirements of the Act and the SEBl Buyback Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not involve 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 as above, and the information and explanations given to us, in our opinion:

(i) We have enquired into the state of affairs of the Company in relation to its audited financial statements for the year ended 31st March 2019, and approved by the Board of Directors of the Company at their meeting held on 15th May 2019;

(ii) 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. The amounts of share capital and free reserves have been extracted from the audited financial statements of the Company for the year ended 31st March 2019;

(iii) the Board of Directors, in their meeting held on 14th June 2019, 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 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 receipt of duly completed postal ballot forms or 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.

For **MSKA & Associates**

Chartered Accountants
Firm Registration Number: 105047W

Anup Mundhra
Partner
Membership No.: 061083
Date: 14th June 2019
Place: Pune

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 financial statements of the year ended 31 March 2019.

Particulars as on 31st March 2019		**Amount (Rs. in lakhs)**	
Paid up capital (1,69,50,000 shares of Rs. 2/- each)	A		339.00
Free Reserves:			
Profit and loss account balance		18,240.20	
Securities Premium		-	
General reserve		5,567.20	
Total Free Reserves	B		23,807.40
Total paid up capital and free reserves	A+B		24,146.40
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)			6,036.60
Maximum amount permitted by board resolution dated 14th June 2019 approving Buyback, subject to shareholder approval, based on the audited financial statements for the year ended 31st March 2019			5,460.00

For Smartlink Holdings Limited
(Formerly Smartlink Network Systems Limited)

Sd/-
K. R. Naik
Executive Chairman

Date: 14th June 2019
Place: Mumbai

Unquote

26. CONFIRMATIONS UNDER COMPANIES ACT AND BUYBACK REGULATIONS

26.1. As per the provisions of the Companies Act and the Buyback Regulations, the Company hereby confirms that:

26.1.1. All the Equity Shares which the Company proposes to Buyback are fully paid-up;

26.1.2. The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

26.1.3. 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;

26.1.4. The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buy-Back period;

26.1.5. 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;

26.1.6. 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;

26.1.7. The Company shall not directly or indirectly purchase its own shares:

a) through any subsidiary company including its own subsidiary companies, if any; and

b) through any investment company or group of investment companies;

26.1.8. 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;

26.1.9. 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;

26.1.10. 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;

26.1.11. The funds borrowed from banks and financial institutions will not be used for the Buyback;

26.1.12. The Buyback Offer Size i.e., Rs. 47,45,00,000 (Rupees Forty Seven Crore Forty Five Lakh Only), being 19.65% of the total paid-up equity share capital and free reserves as per the latest audited standalone balance sheet which does not exceed 25% (Twenty Five per cent) of the total paid-up equity share capital and free reserves of the Company as on 31 March 2019;

26.1.13. The maximum number of Equity Shares i.e., 36,50,000being 21.53% of the total number of Equity Shares in the paid-up equity share capital proposed to be purchased under the Buyback shall not exceed 25% (Twenty Five per cent) of the total number of shares in the paid-up equity share capital as per the audited balance sheet as on 31 March 2019;

26.1.14. 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;

26.1.15. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

26.1.16. 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 31 March 2019;

26.1.17. 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;

26.1.18. The Company has been in compliance with Sections 92,123,127 and 129 of the Companies Act; and

26.1.19. The Company shall not withdraw the Buyback offer after the draft letter of offer is filed with SEBI.

27. MATERIAL DOCUMENTS FOR INSPECTION

The copies of the following documents referred to hereunder are available for inspection by Equity Shareholders of the Company at the registered office of the Company at L-7, Verna Industrial Estate, Verna, Salcete, South Goa - 403722 on any working day (i.e., Monday to Friday and not being a bank holiday in Goa) between 10:30 a.m. to 1:00 p.m. during the tendering Period.

a) Certificate of incorporation of the Company;

b) Memorandum of association and Articles of Association of the Company;

c) Annual reports of the Company for the financial years ended 31 March 2017, 31 March 2018 and 31 March 2019;

d) Resolution passed by the Board of Directors in relation to the Buyback at the meeting held on14 June 2019 approving proposal for Buyback;

e) Resolution passed by the Board of Directors in relation to the Buyback at the meeting held on 31 July, 2019;

f) Special resolution of the Equity Shareholders passed by way of postal ballot, the results of which were announced on 31 July 2019;

g) Auditor's report prepared by MSKA & Associates, Chartered Accountants in terms of Regulation 5(iv)(b) Read along with clause (xi) of Schedule I of the Buyback Regulations;

h) Declaration of solvency and an affidavit as per form SH-9 as prescribed under section 68(6) of the Companies Act read along with Share Capital Rules;

i) Escrow Agreement dated 29 August 2019between Smartlink Holdings Limited, ICICI Securities Limited and ICICI Bank Limited;

j) Certificate from S.P. Bhandare & Associates, Chartered Accountants Membership No.: 35615; Firm Registration No.: 101157W)dated 7 August 2019certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Buyback Regulations;

k) Copy of Public Announcement published in the newspapers on 2 August 2019 with respect to the Buyback of Equity Shares; and

l) Copy of SEBI observation letter no. SEBI/HO/CFD/DCR-2/OW/P/2019/26092/1 dated 3 October 2019.

28. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:

Name	Ms. Urjita Damle
Designation	Company Secretary& Compliance Officer
Address	L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
Phone	(0832) 2885400; (0832) 278 3395
Email id	company.secretary@smartlinkholdings.com

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am to 4 pm IST on all working days, except Saturday, Sunday and Public holidays at the above mentioned address.

29. DETAILS OF THE REMEDIES AVAILABLE TO SHAREHOLDERS/ BENEFICIAL OWNERS

29.1. In case of any grievance relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit etc.) the investor can approach the Compliance Officer or the Manager to the Buyback and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.

29.2. If the Company makes any default in complying with the requirements under the Companies Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Companies Act.

29.3. The address of the concerned office of the Registrar of Companies is as follows:
Registrar of Companies, Goa
Company Law Bhawan, EDC Complex
Plot No.21, Patto, Panaji, Goa
Phone No: 0832-2438618/2438617

30. DETAILS OF THE MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

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

31. DECLARATION BY THE DIRECTORS

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for all the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board of Directors and in terms of the resolution passed by the Board on 14 June 2019 and 31 July 2019.

For and on behalf of all members of the Board of Directorsof Smartlink Holdings Limited

Sd/-	Sd/-	Sd/-
Kamalaksha Naik **DIN: 00002013**	**Krishnanand Gaonkar** **DIN: 00002425**	**Urjita Damle** **Company Secretary and Compliance Officer** **ICSI Membership No. A24654**

Date: 05 October 2019
Place: Mumbai

32. OFFER FORM

Tender Form

TENDER FORM FOR ELIGIBLE SHAREHOLDERS
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:
Date:

BUYBACK OPENS ON:				18 October 2019 (Friday)	
BUYBACK CLOSES ON:				1 November 2019 (Friday)	
For Registrar/collection centre use					
Inward No.		Date		Stamp	
Status ***(Please tick appropriate box)***					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank/FI		Pension/PF
	VCF		Partnership/LLP		Others (specify)
India Tax Residency Status: ***(Please tick appropriate box)***					
	Resident in India		Non-Resident in India		Resident of ……(Shareholder to fill the country of residence)

To,
The Board of Directors Smartlink Holdings Limited
L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
Tel. No.: (0832) 288 5400
Fax: (0832) 278 3395
Dear Sir/Madam,

Sub: Letter of Offer dated 5 October 2019 to Buyback 36,50,000 (Thirty Six Lakh Fifty Thousand Only) Equity Shares of Smartlink Holdings Limited (the "Company") at a price of Rs. 130 (Rupees One Hundred and Thirty Only) per Equity Share ("Buyback Price"), payable in cash

1. I/We (having read and understood the Letter of Offer dated 5 October 2019) hereby tender/offer my/our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I/We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I//We hereby warrant that the Equity Shares comprised in this tender/offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buyback and that I/we am/are legally entitled to tender the Equity Shares for Buyback.
5. I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buyback in the demat a/c from where I/w e have tendered the Equity Shares in the Buyback.
7. I/We undertake to return to the Company any Buyback consideration that may be wrongfully received by me/us.
8. I/We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/authorized dealers/tax advisors appropriately.
9. I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
10. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations, and the extant applicable foreign exchange regulations.
11. **Applicable for all non-resident shareholders**:
    - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
    - I/We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares byme/us.
12. **Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.**
13. Details of Equity Shares held and tendered/offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (13 August 2019)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		
• Number of Equity Shares held for a period more than 12months		
• Number of Equity Shares held for a period less than or equal to12months		

Note: *An Equity Shareholder may tender Equity Shares over and above his/her/its Buyback Entitlement Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buyback Entitlement of such Equity Shareholder shall be accepted in accordance with paragraph 21.16, 21.19 and 21.22 of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

---------- Tear along this line ----------

Acknowledgement Slip: SMARTLINK
BUYBACK OFFER 2019
(to be filled by the Equity Shareholder) (subject to verification)

DP ID				Client ID	
Received from Mr./Ms./Mrs./M/s					
Form of Acceptance-cum-Acknowledgement, Original TRS along with:					
No. of Equity Shares offered for Buyback (In Figures)		(in words)			
Please quote Client ID & DP ID for all future correspondence				Stamp of Broker	

1. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID				
Client ID with the DP				

2. Equity Shareholders Details:

Particulars	First/Sole Equity Shareholder	Joint Equity Shareholder 1	Joint Equity Shareholder 2	Joint Equity Shareholder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No./Email ID				

**Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

INSTRUCTIONS

1. The Buyback will open on 18 October 2019, (Friday) and close on 1 November 2019, (Friday).
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. **In case of Eligible shareholders holding and tendering equity shares in demat form, submission of Tender Form and TRS is not required, Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Further details, please follow the procedure as mentioned in paragraph 22 of the Letter of Offer.**
4. The Equity Shares tendered in the Buyback shall be liable to be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date, (ii) if there is a name mismatch in the demat account of the shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, or (iv) an on-receipt of valid bid in the exchange bidding system.
5. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejectionorduetotheBuybackbeingonaproportionatebasisintermsoftheratioofBuyback,in accordance with the Buyback Regulations.
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the RecordDate,ClientID,DPName,DPID,beneficiaryaccountnumberandnumberofEquitySharestenderedfortheBuyback.
7. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
8. For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to paragraph 22 of the Letter of Offer.
9. AlldocumentssentbyEligibleShareholderswillbeattheirownrisk.EligibleShareholdersareadvisedtosafeguardadequatelytheirinterestsinthisregard.
10. By agreeing to participate in the Buyback, the non-resident shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

---------- Tear along this line ----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre:
SMARTLINK HOLDINGS BUYBACK OFFER 2019
Karvy Fintech Private Limited
Karvy Selenium, Tower- B, Plot No 31 & 32, Financial district, Nanakramguda, Gachibowli, Hyderabad, Telangana State, 500032, India.
Tel: +91 40 67162222; Fax: +91 40 23431551; Email:smartlinkbuyback@karvy.com
Website: www.karvyfintech.com
Contact Person: Mr. M. Murali Krishna
Investor Grievance Id: einward.ris@karvy.com
SEBI Registration Number: INR000000221