

PUBLIC ANNOUNCEMENT

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 THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

OFFER FOR BUYBACK OF UP TO 33,25,000 (THIRTY THREE LAKH TWENTY FIVE THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 2/- EACH ("EQUITY SHARES") AT A PRICE OF INR 95/- (INDIAN RUPEES NINETY FIVE ONLY) PER EQUITY SHARE, AGGREGATING TO INR 31,58,75,000/- (INDIAN RUPEES THIRTY ONE CRORE FIFTY EIGHT LAKH SEVENTY FIVE THOUSAND ONLY), REPRESENTING 17.43% AND 17.88% OF THE AGGREGATE OF THE COMPANY'S FULLY PAID-UP CAPITAL AND FREE RESERVES AS PER THE LATEST AUDITED STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY, RESPECTIVELY, AS ON MARCH 31, 2020, FROM THE ELIGIBLE SHAREHOLDERS, ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER ROUTE.

This public announcement ("Public Announcement") is being made pursuant to Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II read with Schedule I to the Buyback Regulations.

Certain figures contained in this Public Announcement, 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.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 Pursuant to the resolution passed by the Board of Directors (hereinafter referred to as the "Board", which expression includes the Buyback Committee constituted by the Board to exercise its powers) of Smartlink Holdings Limited ("Company"), at its meeting held on December 4, 2020 ("Board Meeting") and the special resolution dated February 10, 2021 passed by the shareholders of the Company through postal ballot pursuant to the postal ballot notice dated January 11, 2020 ("Postal Ballot Notice"), the results of which were declared on February 11, 2021, the Company, hereby, announces the buyback of up to 33,25,000 (Thirty Three Lakh Twenty Five Thousand Only) Equity Shares (representing 25% of the total Equity Shares in the total paid-up equity share capital of the Company as on March 31, 2020), at a price of INR 95/- (Indian Rupee Ninety Five Only) per Equity Share ("Buyback Offer Price") for an aggregate amount not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) ("Buyback Offer Size") (representing 17.43% and 17.88% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020), from the equity shareholders of the Company as on March 1, 2021 (such date referred to as "Record Date" and such equity shareholders as the "Eligible Shareholders"), on a proportionate basis, through the tender offer route ("Tender Offer" and such buyback hereinafter referred to as the "Buyback" or "Buyback Offer") in accordance with the Buyback Regulations and Companies Act, 2013, as amended ("Companies Act"), and the rules made thereof (including the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules")).

1.2 The Buyback Offer Price per Equity Share and the Buyback Offer Size do not include any expenses incurred or to be incurred for the Buyback such as brokerage, costs, fees, turnover charges, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax (if any), stamp duty, advisors fees, filing fees, and other related and incidental expenses and charges ("Transaction Costs").

1.3 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, Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (NSE and BSE collectively referred to as the "Stock Exchanges").

1.4 The Buyback shall be undertaken on a proportionate basis from the equity shareholders as on the Record Date 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 Eligible Shareholders and settlement of the same, through the stock exchange mechanism notified under the SEBI circular dated April 13, 2015 bearing reference number CIR/CFD/POLICYCELL/1/2015, as amended from time to time and SEBI circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time ("SEBI Circulars"). Please refer to Paragraph 13 of this Public Announcement for further details.

1.5 In terms of the Buyback Regulations, under the 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) (collectively "Promoters") 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 December 4, 2020 to participate in the Buyback and may tender up to an aggregate maximum number of 99,18,473 (Ninety Nine Lakhs Eighteen Thousand Four Hundred Seventy Three Only) Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations/terms of the Buyback. The maximum extent of their participation in the Buyback has been detailed in Paragraph 7 of this Public Announcement.

1.6 The aggregate paid-up equity share capital and free reserves as at March 31, 2020 on a standalone and consolidated basis is INR 181,25,60,000/- (Indian Rupees One Hundred Eighty One Crores Twenty Five Lakhs Sixty Thousand Only) and INR 176,61,46,000/- (Indian Rupees One Hundred Seventy Six Crores Sixty One Lakhs Forty Six Thousand Only) respectively. Under the provisions of the Companies Act and the Buyback Regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company. The maximum amount proposed to be utilized for the Buyback, is INR 31,58,75,000 (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) which is 17.43% and 17.88% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2020, and is therefore within the limit of 25% prescribed under the Companies Act and the Buyback Regulations.

1.7 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 33,25,000 Equity Shares (calculated on the basis of the total paid-up equity share capital of the Company as on March 31, 2020). Since the Company proposes to buy back up to 33,25,000 (Thirty Three Lakh Twenty Five Thousand Only) Equity Shares, the same does not exceed aforesaid 25% limit. The maximum number of Equity Shares proposed to be bought back by the Company represents 25% of the total paid-up equity share capital of the Company from the Eligible Shareholders of the Company.

1.8 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.

1.9 A copy of this Public Announcement is available on the website of the Company at www.smartlinkholdings.com and is expected to be available on the SEBI website www.sebi.gov.in and that of the Stock Exchanges namely www.bseindia.com and www.nseindia.com during the period of the Buyback.

2. NECESSITY FOR BUYBACK

2.1 Share buyback is the acquisition by a company of its own equity shares. The objective is to return surplus cash to the shareholders holding equity shares of the company. The Board at its meeting held on December 4, 2020 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2020 and decided to allocate a sum of not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) excluding the Transaction Costs, 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 December 4, 2020 decided to recommend buyback of up to 33,25,000 (Thirty Three Lakh Twenty Five Thousand Only) Equity Shares at a price of INR 95/- (Indian Rupees Ninety Five Only) per Equity Share for an aggregate consideration not exceeding INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) i.e., representing 17.43% and 17.88% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2020, respectively.

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

- The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve allocation to the small shareholders the higher of (a) number of Equity Shares entitled as per their holdings; or (b) 15% of the number of Equity Shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" in accordance with the definition as per Regulation 2(1)(n) of the Buyback Regulations;
- The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.

3. 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

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

3.2 The Buyback would be financed out of the free reserves and/ or securities premium account and/ or such other sources or by such mechanisms as may be permitted by applicable laws. The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statement.

3.3 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 after the Buyback shall not be more than twice the paid-up equity share capital and free reserves based on both the standalone and consolidated financial statements of the Company as on March 31, 2020.

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

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

4.1 The Equity Shares of the Company are proposed to be bought back at the Buyback Offer Price i.e., INR 95/- (Indian Rupees Ninety Five Only) per Equity Share. The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on the Stock Exchanges where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

4.2 The Buyback Offer Price of INR 95/- (India Rupees Ninety Five Only) per Equity Share represents a premium of:

- 31.78% and 30.56% over the volume weighted average price of the Equity Shares on BSE and NSE respectively for three (3) months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.
- 29.45% and 29.48% over the volume weighted average price of the Equity Shares on the BSE and on the NSE, respectively for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback fully paid-up Equity Shares for a consideration aggregating to INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only) ("Buyback Offer Size") at the Buyback Offer Price of INR 95/- (Indian Rupees Ninety Five Only) per Equity Share. Considering the Buyback Offer Size and the Buyback Offer Price, the resultant Equity Shares to be bought back shall be 33,25,000 (Thirty Three Lakh Twenty Five Thousand Only) Equity Shares.

6. TIME LIMIT FOR COMPLETION OF THE BUYBACK

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

7. DETAILS OF SHAREHOLDING OF PROMOTERS AND INTENTION TO PARTICIPATE IN THE BUYBACK

7.1 The aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group, where such promoter or promoter group entity is a company and of persons who are in control of the Company as on the date of the Postal Ballot Notice, i.e., January 11, 2020, is as follows:

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

7.2 None of the directors or key managerial personnel of the Company hold any Equity Shares in the Company as on the date of the Postal Ballot Notice, other than those mentioned below:

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

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

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

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

KAMALAKSHMA RAMA NAIK						
Sr. No.	Transaction Date	Equity Shares*	Face Value (INR)	Nature of transaction	Issue /Transfer Price*(INR)	Consideration
1.	Mar 31, 1993	500		Purchase*	2.0	1,000
2.	Jan 9, 1995	5,00,000		Purchase*	2.0	10,00,000
3.	May 22, 1995	23,69,200		Purchase*	2.0	47,38,400
4.	Feb 4, 1999	2,50,000		Purchase*	2.0	5,00,000
5.	Mar 13, 1999	2,50,000		Purchase*	2.0	5,00,000
6.	Feb 11, 2000	17,50,000		Purchase*	2.0	35,00,000
7.	Sep 22, 2000	500		Purchase*	2.0	1,000
8.	Mar 11, 2003	37,800		Purchase*	52.4	19,80,720
9.	Mar 12, 2003	55,231		Purchase*	54.6	30,15,613
10.	Mar 13, 2003	26,920		Purchase*	53.7	14,45,604
11.	Mar 17, 2003	16,025		Purchase*	52.4	8,39,710
12.	Mar 19, 2003	19,027		Purchase*	53.2	10,12,236
13.	Mar 20, 2003	5,950		Purchase*	53.1	3,15,945
14.	Mar 28, 2003	1,200		Purchase*	53.0	63,600
15.	Sep 12, 2003	42,142		Purchase*	94.8	39,95,062
16.	Sep 15, 2003	1,36,258		Purchase*	93.2	1,26,99,246
17.	Aug 18, 2004	14,240		Purchase*	104.7	14,90,928
18.	Jul 7, 2009	76,34,698		Demerger	N.A	N.A
19.	Jan 21, 2010	90,486		Purchase*	51.9	46,96,223
20.	Jan 22, 2010	39,514		Purchase*	50.8	20,07,311
21.	Jan 27, 2010	70,000		Purchase*	49.5	34,65,000
22.	May 14, 2010	1,37,000		Purchase*	50.0	68,50,000
23.	May 18, 2010	6,249		Purchase*	48.4	3,02,451
24.	May 19, 2010	23,000		Purchase*	48.3	11,10,900
25.	May 20, 2010	6,701		Purchase*	48.7	3,26,339
26.	May 24, 2010	13,269		Purchase*	48.8	5,47,527

KAMALAKSHMA RAMA NAIK						
Sr. No.	Transaction Date	Equity Shares*	Face Value (INR)	Nature of transaction	Issue /Transfer Price*(INR)	Consideration
27.	May 25, 2010	5,332		Purchase*	46.4	2,47,405
28.	May 31, 2010	4,000		Purchase*	48.8	1,95,200
29.	Jun 1, 2010	12,597		Purchase*	48.4	6,09,695
30.	Jun 3, 2010	8,000		Purchase*	48.7	3,89,600
31.	Jun 4, 2010	87,600		Purchase*	49.1	43,01,160
32.	Jun 7, 2010	1,07,000		Purchase*	49.1	52,53,700
33.	Jun 8, 2010	66,000		Purchase*	49.0	32,34,000
34.	Jun 9, 2010	53,400		Purchase*	48.9	26,11,260
35.	Jun 15, 2010	2,772		Purchase*	49.8	1,38,460
36.	Jun 22, 2010	1,734		Purchase*	52.0	90,168
37.	Jun 23, 2010	88,750		Purchase*	54.6	48,45,750
38.	Jun 24, 2010	84,224		Purchase*	54.8	46,15,475
39.	Jun 25, 2010	81,051		Purchase*	54.6	44,25,384
40.	Jun 29, 2010	67,964		Purchase*	53.2	36,15,685
41.	Jun 30, 2010	4,720		Purchase*	51.4	2,42,608
42.	Jul 29, 2010	2,276		Purchase*	51.3	1,16,759
43.	Jul 30, 2010	14,825		Purchase*	51.1	7,57,558
44.	Aug 2, 2010	9,690		Purchase*	51.2	4,96,128
45.	Aug 3, 2010	3,000		Purchase*	51.2	1,53,600
46.	Aug 4, 2010	1,204		Purchase*	51.2	61,645
47.	Aug 5, 2010	5,510		Purchase*	51.1	2,81,561
48.	Aug 6, 2010	53,691		Purchase*	51.8	27,81,194
49.	Aug 9, 2010	100		Purchase*	52.0	5,200
50.	Aug 10, 2010	3,462		Purchase*	52.1	1,80,370
51.	Aug 11, 2010	40,167		Purchase*	51.6	20,72,617
52.	Aug 12, 2010	36,495		Purchase*	51.2	18,68,544
53.	Aug 13, 2010	1,215		Purchase*	51.2	62,208
54.	Sep 2, 2010	20,064		Purchase*	61.5	12,33,936
55.	Sep 3, 2010	29,124		Purchase*	61.5	17,91,126
56.	Sep 6, 2010	5,704		Purchase*	64.5	3,67,908
57.	Sep 7, 2010	32,316		Purchase*	64.3	20,77,919
58.	Sep 8, 2010	10,544		Purchase*	64.5	6,80,088
59.	Sep 16, 2010	12,117		Purchase*	74.3	9,00,293
60.	Sep 17, 2010	3,799		Purchase*	74.1	2,81,506
61.	Sep 27, 2010	1,818		Purchase*	74.2	1,34,896
62.	Dec 20, 2011	6,175		Purchase*	48.0	2,96,400
63.	Dec 21, 2011	18,504		Purchase*	48.6	8,99,294
64.	Dec 22, 2011	2,582		Purchase*	49.8	1,28,584
65.	Dec 23, 2011	7,720		Purchase*	50.8	3,92,176
66.	Dec 26, 2011	1,93,950		Purchase*	51.7	1,00,27,215
67.	Dec 28, 2011	6,05,760		Purchase*	53.0	3,21,05,280
68.	Dec 29, 2011	3,53,007		Purchase*	52.8	1,86,38,770
69.	Dec 4, 2012	14,120		Purchase*	52.3	7,38,476
70.	Dec 15, 2012	1,500		Purchase (Transfer)	49.0	73,500
71.	Dec 28, 2012	1,500		Purchase (Transfer)	49.0	73,500
72.	Jun 30, 2016	(41,74,721)		Buyback	110.0	(45,92,19,310)
73.	Jul 3, 2018	(30,68,185)		Buyback	120.0	(36,81,82,200)
74.	Sep 21, 2018	477		Purchase*	97.0	46,269
75.	Sep 24, 2018	2,134		Purchase*	98.55	2,10,30

ARATI KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares#	Face Value (INR)	Nature of transaction	Issue /Transfer Price# (INR)	Transaction Value (INR)	Consideration
55.	Feb 7, 2013	11,208	2	Purchase*	55.2	6,18,687	Cash
56.	Feb 8, 2013	1,546	2	Purchase*	54.9	84,875	Cash
57.	Feb 11, 2013	2,575	2	Purchase*	55.0	1,41,625	Cash
58.	Feb 13, 2013	6,973	2	Purchase*	54.5	3,80,029	Cash
59.	Feb 14, 2013	4,945	2	Purchase*	54.8	2,70,986	Cash
60.	Feb 15, 2013	16,955	2	Purchase*	54.9	9,30,830	Cash
61.	Feb 18, 2013	5,403	2	Purchase*	54.9	2,96,625	Cash
62.	Feb 19, 2013	3,494	2	Purchase*	54.9	1,91,821	Cash
63.	Feb 20, 2013	653	2	Purchase*	55.0	35,915	Cash
64.	Feb 21, 2013	2,468	2	Purchase*	55.7	1,37,468	Cash
65.	Feb 22, 2013	4,495	2	Purchase*	55.8	2,50,821	Cash
66.	Feb 26, 2013	3,182	2	Purchase*	55.6	1,76,919	Cash
67.	Feb 27, 2013	2,430	2	Purchase*	56.6	1,37,538	Cash
68.	Feb 28, 2013	4,384	2	Purchase*	56.1	2,45,942	Cash
69.	Mar 1, 2013	4,017	2	Purchase*	56.5	2,26,960	Cash
70.	Mar 4, 2013	8,180	2	Purchase*	56.3	4,60,534	Cash
71.	Mar 5, 2013	2,370	2	Purchase*	56.2	1,33,194	Cash
72.	Mar 6, 2013	2,050	2	Purchase*	56.6	1,16,030	Cash
73.	Mar 7, 2013	2,387	2	Purchase*	56.8	1,35,582	Cash
74.	Mar 8, 2013	4,897	2	Purchase*	56.5	2,76,681	Cash
75.	Mar 11, 2013	7,411	2	Purchase*	56.6	4,19,463	Cash
76.	Mar 12, 2013	227	2	Purchase*	57.2	12,984	Cash
77.	Mar 13, 2013	57,315	2	Purchase*	59.7	34,21,706	Cash
78.	Mar 14, 2013	3,952	2	Purchase*	59.4	2,34,749	Cash
79.	Mar 15, 2013	5,279	2	Purchase*	58.4	3,08,294	Cash
80.	Jun 30, 2016	(8,03,208)	2	Buyback	110.0	(8,83,52,880)	Cash
81.	Sep 27, 2017	1,600	2	Purchase*	95.2	1,52,320	Cash
82.	Sep 27, 2017	15,089	2	Purchase*	95.2	14,36,473	Cash
83.	Sep 28, 2017	10,462	2	Purchase*	95.8	10,02,260	Cash
84.	Sep 28, 2017	17,529	2	Purchase*	96.5	16,91,549	Cash
85.	Jul 3, 2018	(6,02,245)	2	Buyback	120.0	(7,22,69,400)	Cash
86.	Aug 28, 2018	2,100	2	Purchase*	94.95	1,99,395	Cash
87.	Aug 28, 2018	1,424	2	Purchase*	94.95	1,35,209	Cash
88.	Aug 29, 2018	505	2	Purchase*	95.5	48,228	Cash
89.	Aug 29, 2018	4,385	2	Purchase*	95.8	4,20,083	Cash
90.	Aug 30, 2018	1,095	2	Purchase*	97.15	1,06,379	Cash
91.	Aug 30, 2018	1,468	2	Purchase*	96.75	1,42,029	Cash
92.	Aug 31, 2018	3,221	2	Purchase*	98.75	3,18,074	Cash
93.	Aug 31, 2018	10,552	2	Purchase*	98.05	10,34,624	Cash
94.	Sep 5, 2018	1,127	2	Purchase*	99.7	1,12,362	Cash
95.	Sep 5, 2018	8,093	2	Purchase*	99.0	8,01,207	Cash
96.	Sep 6, 2018	1,911	2	Purchase*	99.5	1,90,145	Cash
97.	Sep 6, 2018	6,370	2	Purchase*	99.45	6,33,497	Cash
98.	Nov 13, 2019	(3,80,616)	2	Buyback	130.0	(4,94,80,080)	Cash
99.	Dec 19, 2019	15,610	2	Purchase*	84.76	13,23,144	Cash
Total						13,30,000	
Maximum number of Equity Shares to be tendered upto 13,30,000							

*Open market purchase
*Adjusted for stock split

LAKSHANA AMIT SHARMA							
Sr. No.	Transaction Date	Equity Shares#	Face Value (INR)	Nature of transaction	Issue /Transfer Price# (INR)	Transaction Value (INR)	Consideration
1.	Jan 9, 1995	2,87,500	2	Purchase*	2.0	5,75,000	Cash
2.	May 22, 1995	2,12,500	2	Purchase*	2.0	4,25,000	Cash
3.	Mar 11, 1997	3,12,300	2	Purchase*	2.0	6,24,600	Cash
4.	Apr 17, 2002	(25,000)	2	Sale*	102.0	(25,50,000)	Cash
5.	Apr 18, 2002	(10,500)	2	Sale*	100.5	(10,55,250)	Cash
6.	Apr 25, 2002	(20,000)	2	Sale*	101.1	(20,22,000)	Cash
7.	Apr 28, 2002	(30,000)	2	Sale*	102.5	(30,75,000)	Cash
8.	May 6, 2002	(14,500)	2	Sale*	112.8	(16,35,600)	Cash
9.	Jul 7, 2009	9,93,279	2	Demerger	N.A.	N.A.	Other than cash
10.	Jun 10, 2010	22,504	2	Purchase*	49.3	11,09,447	Cash
11.	Jun 11, 2010	4,000	2	Purchase*	49.1	1,96,400	Cash
12.	Jun 15, 2010	5,995	2	Purchase*	49.6	2,97,352	Cash
13.	Jun 18, 2010	1,122	2	Purchase*	51.6	57,895	Cash
14.	Jun 21, 2010	6,000	2	Purchase*	52.4	3,14,400	Cash
15.	Jun 22, 2010	16,254	2	Purchase*	52.2	8,48,459	Cash
16.	Jun 23, 2010	38,546	2	Purchase*	54.2	20,89,193	Cash
17.	Jul 29, 2010	291	2	Purchase*	50.9	14,812	Cash
18.	Dec 11, 2012	4,785	2	Purchase*	51.8	2,47,863	Cash
19.	Dec 12, 2012	5,719	2	Purchase*	52.1	2,97,960	Cash
20.	Dec 13, 2012	6,673	2	Purchase*	52.3	3,48,998	Cash
21.	Dec 14, 2012	13,373	2	Purchase*	52.2	6,98,071	Cash
22.	Jun 30, 2016	(4,87,982)	2	Buyback	110.0	(5,36,78,020)	Cash
23.	Jun 28, 2017	1,660	2	Purchase*	96.6	1,60,356	Cash
24.	Jun 28, 2017	13,559	2	Purchase*	96.7	13,11,155	Cash
25.	Jun 29, 2017	78,000	2	Purchase*	97.5	76,05,000	Cash
26.	Jun 29, 2017	3,000	2	Purchase*	97.2	2,91,600	Cash
27.	Jun 30, 2017	790	2	Purchase*	96.8	76,472	Cash
28.	Sep 14, 2017	2,180	2	Purchase*	93.2	2,03,176	Cash
29.	Sep 15, 2017	2,410	2	Purchase*	93.7	2,25,817	Cash
30.	Sep 18, 2017	1,750	2	Purchase*	93.0	1,62,750	Cash
31.	Sep 18, 2017	2,240	2	Purchase*	93.2	2,08,768	Cash
32.	Sep 19, 2017	11,944	2	Purchase*	93.9	11,21,542	Cash
33.	Sep 21, 2017	1,320	2	Purchase*	93.1	1,22,892	Cash
34.	Sep 21, 2017	7,672	2	Purchase*	93.3	7,15,798	Cash
35.	Sep 22, 2017	13,073	2	Purchase*	93.6	12,23,633	Cash
36.	Sep 22, 2017	28,097	2	Purchase*	93.5	26,27,070	Cash
37.	Sep 25, 2017	6,791	2	Purchase*	93.9	6,37,675	Cash
38.	Sep 25, 2017	45,183	2	Purchase*	94.6	42,74,312	Cash
39.	Sep 28, 2017	53,174	2	Purchase*	99.9	53,12,083	Cash
40.	Sep 28, 2017	26,872	2	Purchase*	99.2	26,65,702	Cash
41.	Sep 29, 2017	9,497	2	Purchase*	100.0	9,49,700	Cash
42.	Sep 29, 2017	12,415	2	Purchase*	99.7	12,37,776	Cash
43.	Jul 3, 2018	(4,44,536)	2	Buyback	120.0	(5,33,44,320)	Cash
44.	Sep 6, 2018	220	2	Purchase*	98.2	21,604	Cash
45.	Sep 6, 2018	4,836	2	Purchase*	99.8	4,82,633	Cash
46.	Sep 7, 2018	194	2	Purchase*	99.4	19,284	Cash
47.	Sep 7, 2018	8,296	2	Purchase*	100.45	8,33,333	Cash
48.	Sep 10, 2018	3,418	2	Purchase*	100.75	3,44,364	Cash
49.	Sep 10, 2018	2,817	2	Purchase*	99.8	2,81,137	Cash
50.	Sep 17, 2018	102	2	Purchase*	98.5	10,047	Cash
51.	Sep 17, 2018	3,442	2	Purchase*	100.0	3,44,200	Cash
52.	Sep 18, 2018	1,600	2	Purchase*	99.75	1,59,600	Cash
53.	Sep 18, 2018	4,032	2	Purchase*	99.5	4,01,184	Cash
54.	Sep 19, 2018	1,003	2	Purchase*	100.0	1,00,300	Cash
55.	Sep 19, 2018	1,000	2	Purchase*	99.05	99,050	Cash
56.	Feb 13, 2019	17,342	2	Purchase*	82.45	14,29,848	Cash
57.	Feb 13, 2019	2,058	2	Purchase*	81.0	1,66,698	Cash
58.	Feb 14, 2019	5,254	2	Purchase*	81.6	4,28,726	Cash
59.	Feb 14, 2019	1,655	2	Purchase*	80.75	1,33,641	Cash
60.	Feb 27, 2019	2,967	2	Purchase*	80.4	2,38,547	Cash
61.	Feb 27, 2019	2,614	2	Purchase*	79.9	2,08,859	Cash
62.	Feb 28, 2019	15,480	2	Purchase*	82.35	12,74,778	Cash
63.	Feb 28, 2019	2,594	2	Purchase*	80.95	2,09,984	Cash
64.	Mar 28, 2019	42,927	2	Purchase*	99.5	42,71,237	Cash
65.	Mar 28, 2019	39,244	2	Purchase*	98.0	38,45,912	Cash
66.	Nov 13, 2019	(3,10,564)	2	Buyback	130.0	(4,03,73,320)	Cash
67.	Dec 23, 2019	21,267	2	Purchase*	85.6	18,20,516	Cash
68.	Dec 24, 2019	36,252	2	Purchase*	91.39	33,12,941	Cash
69.	Dec 26, 2019	500	2	Purchase*	89.3	44,654	Cash
Total						11,30,500	
Maximum number of Equity Shares to be tendered up to 11,30,500							

*Open market purchase
*Adjusted for stock split

SUDHA KAMALAKSHMA NAIK							
Sr. No.	Transaction Date	Equity Shares#	Face Value (INR)	Nature of transaction	Issue /Transfer Price# (INR)	Transaction Value (INR)	Consideration
1.	Jan 9, 1995	1,50,000	2	Purchase*	2.0	3,00,000	Cash
2.	May 22, 1995	30,000	2	Purchase*	2.0	60,000	Cash
3.	Feb 11, 2000	4,00,000	2	Purchase*	2.0	8,00,000	Cash
4.	Apr 2, 2003	40,000	2	Gift	N.A.	N.A.	Other than cash
5.	Jul 7, 2009	8,64,570	2	Demerger	N.A.	N.A.	Other than cash
6.	Jun 10, 2010	15,430	2	Purchase*	49.1	7,57,613	Cash
7.	Jul 29, 2010	243	2	Purchase*	51.0	12,393	Cash
8.	Jun 30, 2016	(3,99,866)	2	Buyback	110.0	(4,39,85,260)	Cash
9.	Sep 26, 2017	5,549	2	Purchase*	96.4	5,34,924	Cash
10.	Sep 26, 2017	21,574	2	Purchase*	96.1	20,73,261	Cash
11.	Jul 3, 2018	(3,01,123)	2	Buyback	120.0	(3,61,34,760)	Cash
12.	Sep 19, 2018	198	2	Purchase*	99.15	19,632	Cash
13.	Sep 19, 2018	2,521	2	Purchase*	99.65	2,51,218	Cash
14.	Sep 21, 2018	5,381	2	Purchase*	99.7	5,36,486	Cash
15.	Sep 21, 2018	13,063	2	Purchase*	100.0	13,06,300	Cash
16.	Nov 13, 2019	(1,90,316)	2	Buyback	130.0	(2,47,41,080)	Cash
17.	Dec 19, 2019	7,776	2	Purchase*	83.2	6,47,009	Cash
Total						6,65,000	
Maximum number of Equity Shares to be tendered up to 6,65,000							

*Open market purchase
*Adjusted for stock split

KAMALAKSHMA RAMA NAIK HUF							
Sr. No.	Transaction Date	Equity Shares#	Face Value (INR)	Nature of transaction	Issue /Transfer Price# (INR)	Transaction Value (INR)	Consideration
1.	Nov 1, 2001	6,685	2	Purchase*	59.0	3,94,415	Cash
2.	Nov 2, 2001	4,815	2	Purchase*	59.9	2,88,419	Cash
3.	Nov 5, 2001	3,910	2	Purchase*	59.1	2,31,081	Cash
4.	Nov 6, 2001	1,600	2	Purchase*	60.1	96,160	Cash
5.	Nov 7, 2001	2,750	2	Purchase*	60.5	1,66,375	Cash
6.	Nov 8, 2001	250	2	Purchase*	61.5	15,375	Cash
7.	Nov 9, 2001	1,000	2	Purchase*	61.6	61,600	Cash
8.	Nov 12, 2001	1,575	2	Purchase*	60.9	95,918	Cash
9.	Nov 13, 2001	1,575	2	Purchase*	61.2	96,390	Cash
10.	Nov 14, 2001	175	2	Purchase*	61.7	10,798	Cash
11.	Nov 15, 2001	750	2	Purchase*	60.8	45,600	Cash
12.	Nov 19, 2001	3,675	2	Purchase*	60.4	2,21,970	Cash
13.	Nov 20, 2001	1,625	2	Purchase*	61.4	99,775	Cash
14.	Nov 21, 2001	800	2	Purchase*	63.0	50,400	Cash
15.	Nov 22, 2001	525	2	Purchase*	62.5	32,813	Cash
16.	Nov 23, 2001	250	2	P			

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

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

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

For Smartlink Holdings Limited

Sd/-

K. R. Naik
Executive Chairman
December 4, 2020
Verna - Goa

Unquote

11. CONFIRMATIONS

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


- All the Equity Shares which the Company proposes to Buyback are fully paid-up;
- The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- 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 date;
- The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback period i.e., date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- The Company shall not raise further capital for a period of one (1) year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- 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 issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion preference shares or debentures into equity shares;
- The Company shall not directly or indirectly purchase its own shares:
 - through any subsidiary company including its own subsidiary companies, if any; and
 - through any investment company or group of investment companies;
- 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;
- 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;
- 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;
- The funds borrowed from banks and financial institutions will not be used for the Buyback;
- That the Buyback Offer Size i.e., INR 31,58,75,000/- (Indian Rupees Thirty One Crore Fifty Eight Lakh Seventy Five Thousand Only), being 17.43% and 17.88% of the aggregate of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020 respectively which does not exceed 25% (Twenty Five per cent) of the total paid-up equity capital and free reserves of the Company as per the latest available standalone and consolidated audited financials of the Company as on March 31, 2020;
- The maximum number of Equity Shares i.e., 33,25,000 being 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020 proposed to be purchased under the Buyback shall not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020;
- 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 i.e., date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- That the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2020;
- As per Regulation 24(1)(e) of the Buyback Regulations, the promoters and members of promoter group, 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 and members of promoter group) from the date of from the date of the board resolution approving the Buyback till the closure of the Buyback offer;
- The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; and
- The Company shall not withdraw the Buyback offer after the draft letter of offer is filed with SEBI.

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed March 1, 2021 as the Record Date for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback.
- The Equity Shares proposed to be bought back by the Company shall be divided into two categories:
 - reserved category for small shareholders (Reserved Category); and
 - general category for all other Shareholders (General Category)
- As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date), of not more than INR 2,00,000/- (Indian Rupees Two Lakhs only).
- In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. 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 due course, the Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer (including Form SH-4 as applicable) form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- In accordance with Regulation 9 (ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholders with a common Permanent Account Number (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. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, 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 (the "**Registrar**") as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
 - The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to nonparticipation of some other Eligible Shareholders, if any. If the Buyback entitlement for any Eligible Shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
 - The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the 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. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Shares may tender additional Equity Shares as part of the Buyback offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
 - The Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.
 - The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "**Mechanism for acquisition of shares through Stock Exchange**" notified under the SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/ offer form indicating their respective entitlement for participating in the Buyback.
 - Participation in the Buyback by shareholders may trigger capital gains taxation in India and in their country of residence. The Buyback transaction would also be subject to securities transaction tax in India. The Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
 - Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or KFin Technologies Private Limited to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically. For all the remaining Shareholders who do not have their email IDs registered with the Company/Registrar and transfer agent/depository, the Letter of Offer along with tender form will be sent physically.
- #### 13. PROCESS AND METHODOLOGY FOR BUYBACK
- The Buyback is open to all eligible shareholders/beneficial shareholders of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("**Physical Shares**") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("**Demat Shares**") (such shareholders are referred to as the "**Eligible Shareholders**").
 - The Buyback will be implemented using the "**Mechanism for acquisition of shares through Stock Exchange**" issued by SEBI vide circular no. CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "**Buyback Committee**"), on such terms and conditions as may be permitted by law from time to time.
 - For implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker to the Company ("**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



ICICI SECURITIES LIMITED
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020
Tel No.: +91 22 2288 2460 Fax No.: +91 22 2282 6580
Website: www.icicisecurities.com
Contact Person: Allwyn Cardoza
 - The Company shall request BSE, being the designated stock exchange ("**Designated Stock Exchange**"), to provide a separate window (the "**Acquisition Window**") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder/Broker(s) 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 themselves by using quick unique client code ("**UCC**") facility through the 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 Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., ICICI Securities Limited to place their bids (subject to submission of all necessary details).
 - At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("**Shareholder Broker**") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
 - The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.
 - Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
 - The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 - Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or 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.
- #### 13.10 Procedure to be followed by shareholders holding Demat Shares:
- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
 - The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("**Clearing Corporation**"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
 - For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing 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.
 - Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
 - In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- #### 13.11 Procedure to be followed by shareholders holding Physical Shares:
- In accordance with the SEBI Circular bearing reference number SEBI/HO/ CFD/1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.

- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Private Limited (at the address mentioned at paragraph 16 below) within 2 (two) days of closure of the Buyback. The envelope should be super scribed as "Smartlink Holdings Limited Buyback Offer". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

14. METHOD OF SETTLEMENT

- 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 the secondary market.
 - The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("**RBI**") bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
 - The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "**Company Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
 - The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
 - Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
 - The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
 - In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
 - Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
 - The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

15. COMPLIANCE OFFICER

The Company has appointed Ms. Urjita Damle as the compliance officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, from 10:00 a.m. to 4:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Name Urjita Damle
Designation Company Secretary and Compliance Officer
Address L-7, Verna Industrial Estate, Verna, Salcete, Goa, 403722
Tel 0832-2885400
Email ID Company.Secretary@smartlinkholdings.com
Website www.smartlinkholdings.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

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

KFINTECH

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad TG - 500 032
Contact Person: M Murali Krishna
Tel No.: +91 40 6716 2222; **Toll free No.:** 18003454001
Fax No.: +91 40 2343 1551
Email: smartlink.buyback2021@kfintech.com
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
SEBI Registration No.: INR000000221
Validity period: Permanent (unless suspended or cancelled by SEBI)
CIN: U72400TG2017PTC117649

In case of any query, the shareholders may contact the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, during office hours i.e. 10:00 a.m. to 6:00 p.m. on any day except Saturday, Sunday and public holidays.

17. MANAGER TO THE BUYBACK

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

ICICI Securities

ICICI SECURITIES LIMITED
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020
Tel No.: +91 22 2288 2460; **Fax No.:** +91 22 2282 6580
Contact Person: Sameer Purohit/ Vaibhav Saboo
Email: smartlinkbuyback@icicisecurities.com
Website: www.icicisecurities.com
SEBI Registration Number: INM000011179
Validity period: Permanent

18. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for all the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Smartlink Holdings Limited

Sd/- Executive Chairman DIN: 00002013	Sd/- K. M. Gaonkar Director DIN: 00002425	Sd/- Urjita Damle Company Secretary & Compliance Officer ICSI Membership No.: A24654
Date: February 12, 2021 Place: Mumbai	Date: February 12, 2021 Place: Mumbai	Date: February 12, 2021 Place: Verna-Goa