

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting (AGM) of the members of D-Link (India) Limited will be held on Saturday, August 29, 2015 at 11:00 a.m. at Kesarval Gardens, Verna, Salcette, Goa - 403722, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider, approve and adopt;
  - the Audited Standalone Balance Sheet of the Company as at 31st March, 2015, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon and;
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of Auditors' thereon.
- To consider declaration of dividend for the financial year ended March 31, 2015.
- To consider appointment of a Director in the place of Mr. Yao Chuan Yang (Mr. Gary Yang) (DIN: 02609366), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and approve ratification of appointment of Auditors of the Company;

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and ordinary resolution passed by the members at the Sixth Annual General Meeting, the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), as Auditors of the Company be and is hereby ratified for the financial year 2015-16, to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company and hereby authorize the Board of Directors to fix their remuneration."

### SPECIAL BUSINESS

#### 5. To consider adoption of new set of Articles of Association of the Company;

To consider and if thought fit, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule I made thereunder and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in substitution of the existing Articles of Association."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. To consider appointment of Mr. Tushar Sighat as Director of the Company;

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), Mr. Tushar Sighat (DIN:06984518), who

holds office upto the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

#### 7. To consider appointment of Mr. Tushar Sighat as Whole-time Director and designated as Executive Director & CEO of the Company;

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) (hereinafter referred to as "Act"), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Tushar Sighat (DIN: 06984518) as a Director in the whole-time employment of the Company and be designated as "Executive Director & CEO" (whose term of office shall be liable to retire by rotation) for a period of 5 years with effect from October 1, 2014 at such remuneration as recommended by the Nomination and Remuneration Committee and as approved by the Board, subject to and within the overall ceiling of remuneration payable, as prescribed under the Act."

**"RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act, Mr. Tushar Sighat shall be entitled to the following remuneration for his services during the tenure as the Executive Director & CEO of the Company with effect from October 1, 2014:

- Basic Salary: Rs.300,000/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of Rs.600,000/- per month.
- Other Allowances: Rs.600,000/- per month with such annual increment as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time, subject to a ceiling of Rs.1,200,000/- per month.
- Performance linked variable pay and / or any other compensation as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time and the same may be made on a pro-rata basis every month or on an annual basis subject to maximum of Rs.20,000,000/- per annum.
- Perquisites : In addition to the Salary as set out above, the Executive Director & CEO shall be entitled to the following perquisites:
  - House Rent Allowance equivalent to 40% of the Basic Salary.
  - Use of Company's car for official duties and telephone shall not be considered as perquisites.
  - Reimbursement of all Medical expenses upto maximum of Rs.25 lakhs p.a.
  - Provident Fund and Gratuity as per the applicable laws and rules.
  - Earned Leave encashment as per the rules of the Company.
  - For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, perquisites shall be valued at actual cost.

Other Terms and Conditions:

- in the event of absence or inadequacy of profits in any financial year, the remuneration as set out above shall be paid to the Executive Director & CEO as minimum remuneration during the continuance of the tenure of the Executive Director & CEO, subject to approval from the Central Government as required under the Act.

- ii) the appointment may be terminated by either party by giving at least 90 days' prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary including alter or vary any or all of the terms of appointment without any further reference to the Company in General Meeting, within the overall limits of remuneration approved by the shareholders as above."

**8. To consider appointment of Mr. Vinai Kolli as Director of the Company;**

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), Mr. Vinai Kolli (DIN:01568068), who holds office upto the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

**9. To consider appointment of Mr. Vinai Kolli as Whole-time Director of the Company;**

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** subject to the provisions of sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinai Kolli (DIN:01568068) as the Whole-time Director of the Company for a period of 5 years, without any remuneration, commencing on and from December 18, 2014."

**10. To consider appointment of Ms. Sue-Fung Wang as Director of the Company;**

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Sue-Fung Wang (DIN: 06979219), who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to September 29, 2019."

**11. To consider and approve variation in the terms of payment of remuneration to Managing Director;**

To consider and if thought fit, pass the following resolution as a Special Resolution:

"**RESOLVED THAT** in partial modification of the earlier approval for payment of remuneration to Mr. Gary Yang (Mr. Yao Chuan Yang) - Managing Director vide special resolution passed by the members of the Company on May 7, 2014 and subject to the provisions of Sections 196, 197, 198, 203 read with the rules made thereunder and Schedule V and other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for the variation in the terms and conditions of the existing arrangement between the Company and Mr. Gary Yang - Managing Director, for the remaining period of his tenure of office as detailed below;

Particulars	Existing terms upto March 31, 2015.	Amended/Revised terms effective from April 1, 2015.
Basic Salary:	In the scale of Rs.50,000/- to Rs.100,000/- per month as the Board may decide from time to time.	In the scale of Rs.50,000/- to Rs.200,000/- per month as the Board may decide from time to time.
Special Allowances:	In the scale of Rs.75,000/- to Rs.150,000/- per month as the Board may decide from time to time.	In the scale of Rs.75,000/- to Rs.300,000/- per month as the Board may decide from time to time.
Performance linked variable pay and / or any other compensation:	Not exceeding Rs.20,00,000/- per annum as may be decided by the Board from time to time and the same may be made on a pro-rata basis every month or on an annual basis at the discretion of the Board.	Not exceeding Rs.1 crore per annum as may be decided by the Board from time to time and the same may be made on a pro-rata basis every month or on an annual basis at the discretion of the Board.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary/alter the terms of payment of remuneration to Mr. Gary Yang - Managing Director based on the recommendation of the Nomination and Remuneration Committee from time to time, within the overall limits approved by the members as above."

"**RESOLVED FURTHER THAT** except as above, all other terms and conditions as agreed between the Company and Mr. Gary Yang - Managing Director and approved by the members of the Company vide special resolution dated May 7, 2014 shall remain unchanged."

**12. To consider and approve Related Party Transactions with the Holding and Fellow Subsidiaries Companies;**

To consider and if thought fit, pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Clause 49 (VII) of the Listing Agreement, entered into with the Stock Exchanges, consent of the members be and is hereby accorded to enter into contracts or arrangements with D-Link International Pte Ltd and D-Link Corporation and its Subsidiaries, (related parties within the meaning of the aforesaid clause), for sale, purchase or supply of IT Networking products or materials and/or availing or rendering of any services on such terms and conditions as may be mutually agreed upon between the Company and related parties for an amount not exceeding Rs. 2,000 crores in each financial year and that such contract(s)/ transaction(s) so carried out shall at all times be on arm's length price basis and in the ordinary course of the Company's business."

"**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for ratification of the transaction(s) with related parties already entered into by the Company during the financial year ended 31st March 2015 which are material in nature in terms of Clause 49 (VII) of the Listing Agreement."

**"RESOLVED FURTHER THAT** the Board of Directors and/or any Key Managerial Persons of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board  
For D-Link (India) Limited**

**Shrinivas Adikesar  
Company Secretary**

Mumbai, Dated: May 19, 2015

**Registered Office:**

Plot No. U02B, Verna Industrial Estate,  
Verna, Goa - 403722, India.

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Register will remain closed for a period of 7 days from July 31, 2015 to August 6, 2015 (both days inclusive).

The dividend recommended by the Board, if approved by the shareholders at the 7th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members during the aforesaid period.

4. There is no dividend which has remained unclaimed for a period of 7 years as on March 31, 2015 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government. The details of unpaid and unclaimed amounts lying with the Company as on August 23, 2014 (date of last Annual General Meeting) has been uploaded on the website of the Company ([www.dlink.co.in](http://www.dlink.co.in)).
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.

7. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar and Transfer Agents, giving reference of Folio Number.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.
9. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Annual Report for 2014-15 are being sent in the permitted mode.
10. The Notice of the 7th Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the aforementioned documents are being sent in the permitted mode.

11. Voting through electronic means:

**A) Voting**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote at the 7th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting). The business may be transacted through e-Voting Services provided by Karvy Computershare Pvt. Ltd. (Karvy).
- b) The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

**B) General Instructions**

- a) The e-voting period commences on Wednesday, August 26, 2015 (9:00 am) and ends on Friday, August 28, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, August 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- b) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date may obtain the login ID and password by sending a request to Karvy (Ref: Unit: D-Link (India) Limited) at [evoting@karvy.com](mailto:evoting@karvy.com). However if you are already registered with Karvy for e-voting, then you can use your existing user ID and password/ PIN for casting your vote. The e-voting username and password is annexed herewith separately.
- c) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.

- d) The voting rights of shareholders shall be in proportion to their shareholding to the paid up equity share capital of the Company as on the cut-off date.
- e) Mr. Shivaram Bhat – Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) The results along with the Scrutinizer's Report shall be placed on the Company's website [www.dlink.co.in](http://www.dlink.co.in) and on the website of Karvy immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited.

## ANNEXURE TO NOTICE

### Statement pursuant to Section 102 of the Companies Act, 2013.

#### Item No. 5:

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013 (Act) several regulations of the existing AoA of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed AoA is available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of AGM.

The Board of Directors of the Company recommends the resolution for approval of the members, be passed as a Special Resolution as set out in Item No. 5 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

#### Item No. 6 & 7:

Mr. Tushar Sighat was appointed as an Additional Director of the Company with effect from September 30, 2014 and holds office upto the date of this Annual General Meeting of the Company, in terms of section 161 of the Companies Act, 2013. Mr. Sighat is associated with the Company since July 1, 2011 as the Chief Executive Officer of the Company.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Tushar Sighat for the office of the Director.

The Board of Directors of your Company recommends passing of the resolution in relation to the appointment of Mr. Tushar Sighat for the office of Director.

Further, considering his performance as the Chief Executive Officer of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends to the consideration of members, the appointment of Mr. Tushar Sighat as a Director in the Whole-time employment of the Company, to be designated as Executive Director & CEO for a period of 5 (Five) years with effect from October 1, 2014 on such terms and conditions as specified in the Resolution and agreed upon by and between him and the Board of Directors/any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the appointment of Mr. Tushar Sighat as a Whole-time Director, to the Members for their approval.

Except Mr. Tushar Sighat, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any

way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 6 & 7 of the accompanying Notice.

#### Item No. 8 & 9:

Mr. Vinai Kolli was appointed as an Additional Director of the Company with effect from September 30, 2014 and holds office upto the date of this Annual General Meeting of the Company, in terms of section 161 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Vinai Kolli for the office of the Director.

The Board of Directors of your Company recommends passing of the resolution in relation to the appointment of Mr. Vinai Kolli for the office of Director.

Considering his Technical qualifications and wide experience in the IT industry and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends for the consideration of the members the appointment of Mr. Vinai Kolli as the Whole-time Director of the Company with effect from December 18, 2014 for a period of 5 years without any remuneration. Mr. Kolli is the Managing Director in TeamF1 Networks Private Limited (TeamF1), the wholly owned subsidiary of the Company, and receives remuneration from TeamF1. As such no remuneration is being proposed by the Company.

Except Mr. Vinai Kolli, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 8 & 9 of the accompanying Notice.

#### Item No. 10:

Pursuant to the second proviso to sub-section (1) of section 149 of the Companies Act, 2013 read with the rules made thereunder and clause 49 (II) (A) (1) of the Listing agreement, Ms. Sue-Fung Wang was appointed as an additional director on the Board of Directors with effect from September 30, 2014 and holds office upto the date of this AGM of the Company.

The Company has received a declaration from Ms. Sue-Fung Wang that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Company has received consent in writing to act as Director in Form DIR- 2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director. In the opinion of the Board, Ms. Sue-Fung Wang fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Board recommends the resolution in relation to appointment of Ms. Sue-Fung Wang as an Independent Director, for the approval of the members of the Company.

Except Ms. Sue-Fung Wang, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice.

#### Item No. 11:

The Board of Directors had appointed Mr. Gary Yang as the Managing Director of the Company for a period of 5 years, effective from March 1, 2014 on the terms and conditions as mutually agreed between Mr. Gary Yang and the Board of Directors of the Company subject to necessary statutory approvals. The said appointment of Mr. Gary Yang as Managing Director was approved by the members of the Company

vide passing a Special Resolution on May 7, 2014 and by the Central Government vide its approval letter dated 30th September, 2014.

The terms of appointment and the office of Mr. Yang as Managing Director was initially not liable to retire by rotation as per the provisions of erstwhile Companies Act, 1956 and shall henceforth be liable to retire by rotation.

Mr. Gary Yang has wide knowledge and more than 25 years' experience in the IT industry. Mr. Gary Yang possesses a Bachelor's degree in Management from Cheng Kung University, Taiwan. Mr. Gary Yang is associated with D-Link for more than 21 years and presently he is supervising the operations in India, Middle East and African Countries.

Considering his wide experience and past performance, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, varied the terms of payment of remuneration to Mr. Yang - Managing Director, in order to bring in line with the Industry Standard with effect from April 1, 2015 for the remainder of his term.

The other terms and conditions of his appointment will remain unchanged and will continue to be governed by resolution passed by the members of the Company on May 7, 2014.

Except Mr. Gary Yang, no other Director, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item no. 11 accompanying Notice.

#### Item No. 12:

D-Link (India) Limited (the Company) is a Subsidiary of D-Link Holding Mauritius Inc., which is 100% Subsidiary of D-Link Corporation. D-Link Corporation, Taiwan, founded in 1986, is engaged in design, development and manufacture of Networking Products having worldwide presence through its Subsidiaries and Associates (D-Link group), and as such D-Link Group is considered as related parties of the Company. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and SAARC region. The Company in the ordinary course of its business, imports and exports various networking products to and from D-Link Group.

The annual turnover of the Company as per the last audited financial statement (for the financial year ended 31st March 2014) was Rs.4,875,843,836/-. The transactions entered into with related parties are given in the notes to Standalone Financial Statements. The following transactions entered into with D-Link International Pte. Ltd is in excess of the threshold limit of 10% of the annual turnover of the Company and as such the transactions are being considered as "material transactions" in terms of Clause 49 (VII) (E) of the Listing Agreement effective from October 1, 2014.

Sr. No.	Name of the related party	Nature of contracts	Amount of the RPT for the financial year 2014-15 (in Rs.)
1	D-Link International Pte. Ltd	Purchase of traded goods	3,120,138,236
		Reimbursement of expenditure	301,147
		Reimbursement of expenditure (Income)	7,306,088

The Company expects further growth in similar transactions with D-Link International Pte Ltd in the course of the financial year ending 31st March 2016, which are also likely to be "material transactions". Hence, approval of the members is being sought to the above material related party transactions entered into by the Company for the financial year ended 31st March, 2015 and to the similar transactions proposed to be entered into by the Company with D-Link International Pte Ltd in the course of the financial year ending 31st March, 2016 and thereafter.

The relevant information is as follows;

Sr. No.	Particulars	
1	Name of the related party	D-Link International Pte. Ltd
2	Name of the director or key managerial personnel who is related, if any	Mr. A. P. Chen Mr. Gary Yang
3	Nature of relationship	D-Link Corporation is ultimate Holding Company. D-Link International Pte Ltd is a fellow subsidiary.
4	Nature of the contract or arrangement	Transaction of sale, purchase or supply of Networking Products or materials and/ or availing or rendering of any services on arm's length basis and in the ordinary course of the Company's business from time to time.
5	Material Terms particulars of the contract or arrangement.	Arrangement by the Company with D-Link International Pte Ltd, in this regard and the material terms are: a) Credit terms between 45 day to 75 days from the date of invoice; b) Warranty for the products for a period of 1 year to 3 years for the product specifications; and c) Availing ERP and IT Support Services.
6	Monetary value	Upto Rs. 2,000 crores in each financial year estimated based on the Company's current transactions and future business projections.
7	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company is engaged in Trading and Marketing of Networking products in India and SAARC region. The majority networking products dealt by the Company are imported from D-Link Group companies at Arm's Length Price basis and in the ordinary course of Company's business. The Board is of the opinion that the above transactions are in the best interests of the Company.

The transactions entered into with the related parties are in the ordinary course of business and are at arm's length price basis. However, pursuant to Clause 49 of the equity listing agreement, the Company proposes to seek approval of such related party transactions, both existing and proposed to be entered into by the Company with related parties. The Board has approved the said transactions with related parties and recommends the Special Resolution as set out at Item No.12 of the Notice for approval of the members.

Mr. A. P. Chen and Mr. Gary Yang may be deemed to be interested in the above special resolution by virtue of their holding senior management positions in D-Link group and / or in other associate concerns of D-Link Corporation. None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No.12 of the Notice.

**By order of the Board  
For D-Link (India) Limited**

**Shrinivas Adikesar  
Company Secretary**

Mumbai, Dated: May 19, 2015

**Registered Office:**  
Plot No. U02B, Verna Industrial Estate,  
Verna, Goa - 403722, India.

## Annexure - A

**Details of Directors seeking appointment and re-appointment at the 7th Annual General Meeting**  
(pursuant to clause 49 of the Listing Agreement)

<b>Name of Director</b>	<b>Mr. Gary Yang</b>	<b>Mr. Tushar Sighat</b>	<b>Mr. Vinai Kolli</b>	<b>Ms. Sue-Fung Wang</b>
<b>Date of Birth</b>	06/03/1964	30/09/1969	29/03/1967	22/07/1952
<b>Qualification and expertise</b>	Gary Yang is in-charge of India, Middle East and African countries for D-Link. Mr. Yang has contributed 25 years to the IT field of which he has worked for 21 years with D-Link. He possesses Bachelor's degree in Management from Cheng Kung University, Taiwan.	Mr. Sighat brings with him vast experience & domain expertise spanning over 24 years. In his current role Mr. Sighat is responsible for driving the company's growth, and play a strategic role to strengthen D-Link's position. Mr. Sighat is a qualified B.E in Electronics & Telecommunication.	Mr. Kolli brings onboard over 24 years of experience in networking protocols. He is responsible for maintaining TeamF1's technical lead in world-class embedded networking & security technologies. Mr. Kolli holds an MSEE from the University of Southern California & a BSEE from R.E.C. Surat.	Ms. Sue-Fung Wang holds a Ph.D in Finance from University of Houston, USA. At present she is also positioned as Associate Professor at Graduate Institute of Finance - National Chiao Tung University, Taiwan.
<b>Names of other companies in which he holds directorships.</b>	Nil	TeamF1 Networks Pvt. Ltd.	TeamF1 Networks Pvt. Ltd.	Nil
<b>Chairman/Member of the Committee(s) of Board of Directors of other companies.</b>	Nil	Nil	Nil	Nil
<b>Shareholding in the Company</b>	Nil	16,427	25,14,525	Nil