

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixth Annual General Meeting of the Members of M/s. D-Link (India) Limited will be held on Saturday, the August 23, 2014 at 11:00 a.m. at Kesarval Gardens, Verna, Salcette, Goa – 403722, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2014, 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.
2. To declare dividend for the financial year ended March 31, 2014.
3. To appoint a Director in the place of Mr. A. P. Chen, (holding DIN: 00119406), who retires by rotation and being eligible and offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration no. 117366W/W-100018) as Auditors of the Company to hold office for four consecutive years from the conclusion of the Sixth Annual General Meeting until the conclusion of the Tenth Annual General Meeting (subject to the ratification of their appointment at every Annual General Meeting) and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajaram M. Ajgaonkar (holding DIN 00605034), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Satish V. Godbole (holding DIN 02596364), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anil R. Bakshi (holding DIN 00171649), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2019."

By order of the Board

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: May 19, 2014

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.
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 May 29, 2014 to June 4, 2014 (both days inclusive).

The dividend recommended by the Board, if approved by the shareholders at the 6th 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 have remain unclaimed for a period of 7 years as on March 31, 2014 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
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 2013-14 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 address, physical copies of the Annual Report for 2013 - 14 are being sent in the permitted mode.
10. The Notice of the 6th 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 for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered

their email address, physical copies of the aforementioned documents are being sent in the permitted mode.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 6th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by M/s Karvy Computershare Private Limited:

Members are requested to follow the below instructions to cast their vote through e-voting:

- a) Members can cast their vote online from Monday, August 18, 2014, 9.00 AM to Tuesday, August 19, 2014, 6.00 PM.
- b) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- c) Enter the login credentials (i.e., user id & password) mentioned on the e-voting Form. Your folio/DP Client ID will be your User-ID.
- d) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- e) User ID For Members holding shares in Demat Form:-
 - i) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
 - ii) For CDSL:- 16 digits beneficiary ID
 - iii) For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
- f) Password: Your Unique password is printed separately/via e-mail and forwarded through the electronic notice/permitted mode.
- g) Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- h) Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications.
- i) After entering these details appropriately, click on "LOGIN".
- j) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no, e-mail ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k) You need to login again with the new credentials.
- l) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- m) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total

shareholding. If the shareholder do not want to cast, select 'ABSTAIN'

- n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- p) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sugamagoa@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no."

In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i. Initial password is provided separately: EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
- ii. Please follow all steps from Sl. No. (b) to Sl. No. (k) above, to cast vote.

General Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com>.
- II. 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.
- III. The e-voting period commences on Monday, August 18, 2014 (9:00 am) and ends on Tuesday August 19, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 18, 2014 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. Further, the Members voted electronically shall not be eligible to vote at the poll conducted, at the Meeting, if any.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
- V. CS Shivaram Bhat, Practicing Company Secretary, failing him, CS Shubhangi Baichwal, Practicing Company Secretary have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Executive Director & CFO of the Company.
- VII. The Results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.dlink.co.in and on the website of Karvy after passing of the resolutions at the AGM of the Company and 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. 4:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

Deloitte Haskins & Sells LLP (DHS LLP), (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants (CAs), Mumbai were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on August 3, 2013. DHS have been the Auditors of the Company since 2008-09 and have completed a term of six years. DHS LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 19, 2014, proposed the appointment of DHS LLP as the Auditors of the Company for a period of four years to hold office from the conclusion of this AGM till the conclusion of the Tenth AGM of the Company subject to ratification of their appointment at every AGM. The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5:

Mr. Rajaram M. Ajgaonkar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company as additional Director on March 30, 2009. Subsequently his appointment was confirmed by the shareholders in the Annual General Meeting of the Company held on September 25, 2009. Presently, Mr. Rajaram M. Ajgaonkar is the Chairman of the Audit Committee and also a member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

The following are brief particulars of Mr. Ajgaonkar.

Name of Director	Mr. Rajaram Moreshwar Ajgaonkar
Date of Birth	07/02/1958
Qualification and expertise in specific functional areas	He is a member of Institute of Chartered Accountants of India (ICAI). Currently he is practicing as the member of ICAI for more than 35 years and has wide industry experience. He also possesses a LLB degree from Government Law College, Mumbai.
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Nil
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil
Shareholding in the Company	Nil

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Ajgaonkar retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ajgaonkar being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

In the opinion of the Board, Mr. Ajgaonkar fulfils the conditions specified

in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the 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 considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ajgaonkar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ajgaonkar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ajgaonkar, none of the other Board of 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. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The resolution as above is placed before the shareholders for approval.

Item No. 6:

Mr. Satish V. Godbole is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company as additional Director on March 23, 2010. Subsequently his appointment was confirmed by the shareholders in the Annual General Meeting of the Company held on September 3, 2010. Presently, Mr. Satish V Godbole is the Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee and also Member of Audit Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

The following are brief particulars of Mr. Satish Godbole.

Name of Director	Mr. Satish Vishnu Godbole
Date of Birth	04/10/1957
Qualification and expertise in specific functional areas	He possesses the membership from Institute of Chartered Accountants of India (ICAI). He is engaged in the practice as a member of ICAI for more than 33 years and has specialized in Company Law, Mergers & Amalgamations and FEMA related matters.
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Nil
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil
Shareholding in the Company	50

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Satish Godbole being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Satish Godbole fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Satish Godbole as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Satish Godbole as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Satish Godbole, none of the other Board of 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. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The resolution as above is placed before the shareholders for approval.

Item No. 7:

Mr. Anil R. Bakshi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company as additional Director on May 3, 2012. Subsequently his appointment was confirmed by the shareholders in the Annual General Meeting of the Company held on August 11, 2012. Presently, Mr. Anil Bakshi is the Chairman of the Corporate Social Responsibility Committee and Member of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Audit Committee of the Board of Directors of the Company.

The following are brief particulars of Mr. Anil Bakshi.

Name of Director	Mr. Anil Ramchandra Bakshi
Date of Birth	02/05/1959
Qualification and expertise in specific functional areas	He is a member of Institute of Chartered Accountants of India (ICAI) and Institute of Company Secretaries of India (ICSI). He is an industrialist having more than 29 years of experience in overall business management.
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Nil
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil
Shareholding in the Company	Nil

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Anil Bakshi being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature for the office of the Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Anil Bakshi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Bakshi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Bakshi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anil Bakshi, none of the other Board of 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. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The resolution as above is placed before the shareholders for approval.

By order of the Board

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: May 19, 2014

Registered Office:

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