

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Friday, 26th August, 2016 at 5:00 p.m. at Kesarval Gardens, Verna, Salcette, Goa - 403722, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Directors' and Auditors' thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of Auditors' thereon.
3. To consider declaration of dividend for the financial year ended 31st March, 2016.
4. To consider re-appointment of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To consider and approve ratification of appointment of Auditors;

To consider and if thought fit, to 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 2016-17, 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:

6. To consider appointment of Mr. Douglas Hsiao as Director of the Company;

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

"RESOLVED THAT pursuant to 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. Douglas Hsiao (DIN: 07265546), 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. Mukesh Lulla as Director of the Company;

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

"RESOLVED THAT pursuant to 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. Mukesh Lulla (DIN: 00524435), 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."

8. To consider and approve Material Related Party Transactions with the Holding and Fellow Subsidiaries Companies;

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

"RESOLVED THAT pursuant to Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations 2015) the consent of the members of the Company be and is hereby accorded for all existing Material Related Party contracts or arrangements entered into prior to the date of notification of SEBI Listing Regulations 2015, which are entered into by the Company with D-Link Corporation and D-Link International Pte Ltd together with other related parties within the meaning of the aforesaid regulation, in relation to transactions of sale, purchase, supply of IT Networking products or materials and/or availing or rendering of any services between the Company and related parties which were carried out on arm's length basis and in the ordinary course of the Company's business."

"RESOLVED FURTHER THAT pursuant to regulation 23(4) of SEBI Listing Regulations, 2015 and the Company's Policy on Related Party Transactions, the consent of the members be and is hereby accorded for transaction(s) to be entered into with D-Link Corporation, its Subsidiaries namely D-Link International Pte Ltd and other related parties within the meaning of the aforesaid regulation, for the term of Five consecutive years i.e. F.Y. 2016-17 to F.Y. 2020-21, in relation to the transactions of 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 however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business."

"RESOLVED FURTHER THAT the Board of Directors and/or any Key Managerial Personnel 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: 30th May, 2016

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 PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES 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. Bodies corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
4. The Register of Members and the Share Transfer Register will remain closed for a period of 7 days from 23rd July, 2016 to 29th July, 2016 (both days inclusive).

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

5. In terms of Section 123 of the Companies Act, 2013 and Sections 205A, 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2016-17, the Company would be transferring the unclaimed or unpaid dividend for the year ended 31st March, 2009 to IEPF. Members who have not encashed the dividend warrants so far are requested to send their claims, if any, to the Company/Share Transfer Agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.
6. 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.

7. 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.
8. 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.
9. Details under Regulation 36(3) of SEBI Listing Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice.
10. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2015-16 are being sent in the permitted mode.
11. The Notice of the AGM 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 Participant(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 aforementioned documents are being sent in the permitted mode.
12. Voting through electronic means:

A) Voting

1. 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 Regulation 44 of SEBI Listing Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote at the 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).
2. 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 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

- i) A member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that member shall be treated as invalid.
- ii) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- iii) 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 being Friday, 19th August, 2016.
- iv) Mr. Shivaram Bhat - Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v) The e-voting period commences on Tuesday, 23rd August, 2016 (9:00 am) and ends on Thursday, 25th August, 2016 (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, 19th August, 2016, 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.

- vi) 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 at varghese1@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.
- vii) The results along with the Scrutinizer's Report shall be placed on the Company's website www.dlink.co.in and on the website of Karvy immediately after the result 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. 6:

The Board of Directors, on the recommendation of Nomination and Remuneration committee, appointed Mr. Douglas Hsiao as an Additional Director of the Company with effect from 29th August, 2015 under section 161(1) of the Companies Act, 2013 up to the date of this Annual General Meeting. His appointment is subject to the approval of members. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Douglas Hsiao for the office of the Director.

The Board of Directors of your Company recommend passing of the resolution in relation for appointment of Mr. Douglas Hsiao for the office of Director, liable to retire by rotation.

Except, Mr. Douglas Hsiao, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

Item No. 7:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee has appointed Mr. Mukesh Lulla as an Additional Director of the Company with effect from 4th February, 2016 in terms of provisions of 161(1) of the Companies Act, 2013 who holds the office upto the date of this Annual General Meeting. His appointment is subject to the approval of members. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Mukesh Lulla for the office of the Director.

The Board of Directors of your Company recommend passing of the resolution in relation for appointment of Mr. Mukesh Lulla for the office of Director, liable to retire by rotation.

Except, Mr. Mukesh Lulla, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice for approval of the members.

Item No. 8:

The Company is a subsidiary of D-Link Holding Mauritius Inc. and is a part of D-Link Corporation, Taiwan. D-Link Corporation, Taiwan, founded in 1986, is engaged in design, development and manufacture of Networking Products having world wide 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. D-Link Group is a 'Related Party' as defined in Regulation 2(zb) of SEBI Listing Regulations, 2015 which is effective from December 1, 2015. SEBI Listing Regulations 2015 has also prescribed seeking of shareholders' approval for material related party transactions (RPT). The proviso to section 188 of the Companies Act, 2013, also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length considering that transactions are entered into as per transfer pricing arms length norms. Pursuant to the provisions of SEBI Listing Regulations 2015, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution which are entered by the Company in the Financial Year 2015-16 (i.e. Entered Prior to the date of SEBI Listing Regulations 2015 and continued beyond such date).

Sr. No.	Name of the related party	Nature of contracts	Amount of the RPT as on 31 st March, 2016 (in Rs.)
1	D-Link Corporation, Taiwan	Purchase of traded goods	1,024,201
		Services Availed	15,695,941
		Reimbursement of expenditure	304,454
2	D-Link International Pte. Ltd	Purchase of traded goods	3,301,249,510
		Reimbursement of expenditure	359,061
		Reimbursement of expenditure (Income)	97,302

The annual turnover of the Company as per the last audited financial statement (for the financial year ended 31st March, 2015) was Rs.640.82 million in excess of the threshold limit of 10%, the transactions would be "material transactions" with a related party in terms of the revised Regulation 23 (1) of the SEBI Listing Regulations 2015 effective from 1st December, 2015.

The Company expects further growth in similar transactions with D-Link Group in the course of the financial year ending 31st March, 2017, 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 for the financial year ended 31st March, 2016 and to the similar transactions proposed to be entered into by the Company with D-Link Group in the coming years.

The relevant information of material related party transactions are as follows;

Sr. No.	Particulars	
1	Name of the related party	D-Link Corporation, Taiwan and its Subsidiaries D-Link International Pte. Ltd
2	Name of the director or key managerial personnel who is related, if any	Mr. Douglas Hsiao Mr. Gary Yang
3	Nature of relationship	D-Link Corporation is ultimate Holding Company. D-Link International Pte Ltd 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 to be determined on arm's lengths basis and in the ordinary course of the Company's business from time to time.

Sr. No.	Particulars	
5	Material Terms particulars of the contract or arrangement.	Arrangement by the Company with D-Link Group in this regard and the material terms are: a) Purchase and Sale of networking products; b) Credit terms between 45 day to 75 days from the date of invoice; c) Warranty for the products for a period of 1 year to 3 years for the product specifications; and d) Providing of ERP and IT Support Services.
6	Monetary value	Upto Rs. 2,000 crores in each financial year. (Maximum annual value of transaction over the next five years)
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. The majority networking products dealt by the Company are imported from D-Link group companies at Arms Length Price. The Board is of the opinion that the above transactions are in the best interests of the Company.

The transactions entered with related party are in the ordinary course of business and are at arm's length. However, pursuant to SEBI Listing Regulations, 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 Ordinary Resolution set out at Item No.8 of the Notice for approval by the members.

Mr. Douglas Hsiao and Mr. Gary Yang may be deemed to be interested in the above ordinary 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 are concerned or interested, financial or otherwise in the resolution set out at Item No.8 of the Notice.

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

**Shrinivas Adikesar
Company Secretary**

Mumbai, Dated: 30th May, 2016

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

Details of Directors
seeking appointment and re-appointment at the 8th Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI Listing Regulations 2015)

Name of Director	Mr. Douglas Hsiao	Mr. Tushar Sighat	Mr. Mukesh Lulla
Date of Birth	14 th March 1952	30 th September 1969	27 th November 1967
Date of Appointment	29 th August 2015	30 th September 2014	4 th February 2016
Brief Resume	Mr. Douglas Hsiao possesses Bachelor's degree in Telecommunication Engineering from National Chiao Tung University, Taiwan. His achievements can be found in many disciplines including Executive Management, Global Sales, Finance, Quality Assurance and Engineering etc. He has more than 30 years of Industry experience and has held numerous senior positions in various Companies such as Alpha Networks Inc and D-Link Corporation. Presently, he is occupying the position of CEO and Director in D-Link Corporation.	Mr. Sighat brings with him vast experience & domain expertise spanning over 25 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 as a leader in 'End-to-End Networking solution' in India & SAARC region. Mr. Sighat is a qualified B.E in Electronics & Telecommunication.	Mr. Mukesh Lulla brings on the Board a unique blend of technical expertise and savvy entrepreneurial skills. As a veteran in global technology marketing, business development, he is eminently qualified to shape the high-level direction of the company's technology investments. He holds a Master's degree in Electrical Engineering from the University of Southern California, and a Bachelor's degree in Electronics Engineering from N.I.T. Surat. Mr. Mukesh Lulla has been awarded several patents related to programmable silicon and software algorithms in the field of embedded networking technology and security.
Disclosure of relationship between Director inter-se	Directors proposed to be appointed on the Board do not hold any pecuniary relationship with the other Directors on the Board.		
Names of the listed entities in which he holds directorships.	Nil	Nil	Nil
Chairman/Member of the Committee(s) of Board of Directors of other listed entities.	Nil	Nil	Nil
Shareholding in the Company (Equity)	Nil	16,427	26,18,773