

BOARD DIVERSITY POLICY
OF
D-LINK (INDIA) LIMITED
(THE “COMPANY”)

1. Purpose

The Board Diversity Policy (‘the Policy’) is adopted in compliance with the provisions of Clause 49 (IV) (B) of the Equity Listing Agreement and sets forth the approach to diversity on the Board of Directors of the Company (‘the Board’). The Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of race, gender, disability, nationality, religious or philosophical belief, age, family status or any other factor for appointing a person as a Director of the Company.

2. Applicability

The Policy applies to the Board. It does not apply to diversity in relation to employees of the Company.

3. Policy

The Company continuously seeks to enhance the effectiveness of its Board so as to maintain the highest standards of corporate governance and for this it embraces diversity in the boardroom. The Company sees diversity as a wide concept and believes that a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors and would support the attainment of its strategic objectives and its sustainable development. These differences should be considered in determining the optimum composition of the Board. In determining its approach on diversity, the Company should also take into account other factors including its own business model, ethics, policies and industry specific needs from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee has primary responsibility for identifying suitably qualified candidates to become members of the Board and, in carrying out this responsibility, shall give adequate consideration to this Policy.

In reviewing Board composition, the Committee shall consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively. The Committee must annually establish Measurable Objectives for achieving Diversity on the Company's Board.

The selection of candidates shall be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, ethnicity, professional experience, skills and knowledge. The ultimate decision shall be based on merit, objective criteria and contribution that the selected candidates will bring to the Board and the Company.

4. Review of the Policy

The Committee shall review the Policy from time to time and recommend any revisions to the Board for approval.