

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of M/s D-Link (India) Limited will be held on Saturday, August 11, 2012 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, 2012, 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 year ended March 31, 2012.
3. To appoint a Director in place of Mr. A. P. Chen, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells., Chartered Accountants (Reg No. 117366W) as Auditors of the Company to hold office from the conclusion of Fourth Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise 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 Mr. Anil Bakshi who was appointed as an Additional Director of the Company with effect from May 3, 2012 at the meeting of the Board of Directors of the Company and who holds office till the date of the Fourth Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation."

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**

"RESOLVED THAT in partial modification to the Resolution No. 6 passed by the Members at the Annual General Meeting held on September 3, 2010 approving the appointment of and payment of remuneration to Mr. C. M. Gaonkar as Executive Director & Chief Finance Officer ('Executive Director & CFO'), pursuant to the provisions of Sections 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the amendment of the terms and conditions of the existing arrangement between the Company and Mr. C. M. Gaonkar - Executive Director & CFO for the remaining period of his tenure of office, with effect from April 1, 2012 as below:

Particulars	Amended terms effective from April 1, 2012
1. Basic Salary:	In the scale of Rs. 50,000/- to Rs. 3,00,000/- per month as the Board may decide from time to time.
2. Special Allowances:	In the scale of Rs. 1,00,000/- to Rs. 4,00,000/- per month as the Board may decide from time to time.
3. Performance linked variable pay and / or any other compensation:	Not exceeding Rs. 10,00,000/- 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.

"RESOLVED FURTHER THAT Mr. Shrinivas Adkesar, Company Secretary or any one of the Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By order of the Board

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 3, 2012

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.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special business as set out in the notice is annexed hereto.
3. The Register of Members and the Share Transfer Register will remain closed for a period of 7 days from Tuesday, the July 3, 2012 to Monday, the July 9, 2012 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend declared by the Board on May 3, 2012.
The dividend recommended by the Board, if approved by the Shareholders at the Fourth Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
4. There are no dividends which have remain unclaimed for a period of 7 years for the year ended March 31, 2012 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
5. 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.
6. 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 their Folio Number.

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated May 3, 2012 and shall be taken as forming part of the notice.

Item No. 5:

Mr. Anil Bakshi was appointed as an Additional Director of the Company effective from May 3, 2012 and holds office upto the date of this Annual General Meeting of the Company, in terms of section 260 of the Companies Act, 1956.

Notice has been received from a member of the Company under Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Anil Bakshi for the office of Director and to move the resolution as set out in item no. 5 of this notice.

The Directors recommended the resolution as set out in item no. 5 of the notice to be approved as an ordinary resolution by the shareholders.

None of the Directors except Mr. Anil Bakshi is deemed to be interested or concerned in the resolution.

Item No. 6:

Pursuant to the provisions of Section 269, read with section 198, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. C. M. Gaonkar was appointed as Executive Director and Chief Finance Officer by the Board of Directors at their meeting held on January 28, 2010. Mr. Gaonkar's appointment and remuneration was approved by the Members at the Annual General Meeting held on September 3, 2010. The said arrangement as approved is valid for a period of 5 (Five) years effective March 1, 2010.

Mr. C. M. Gaonkar is a Fellow Chartered Accountant and has a vast experience of over 27 years in Finance & Accounting. Mr. Gaonkar started his career with a reputed Chartered Accountancy firm and later moved to Middle- East to pursue higher roles. Mr. C. M. Gaonkar joined D-Link in the year 1994 and since then he has been instrumental in the successful launch of IPO for erstwhile D-Link India in 2001.

The Board at the meeting held on May 3, 2012 has, subject to the approval of the members, approved revision in the remuneration payable to Mr. C. M. Gaonkar, w.e.f. April 1, 2012 resulting in amendment to the terms and conditions of his appointment for the remaining period of his present tenure as Executive Director & CFO of the Company. The said revision as envisaged in the resolution were reviewed and recommended by the Remuneration Committee at its Meeting held on May 3, 2012.

The increased remuneration will be subject to the overall limits as provided under Section 198, 269, 309, 310, 311 and in terms of Section I of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956. However, all other terms and conditions of the earlier appointment will remain unchanged.

The above variation in the terms of remuneration of Mr. C M Gaonkar as mentioned in Item No. 6 of the Notice will be treated as an abstract under Section 302 of the Companies Act, 1956.

None of the Directors except Mr. C.M. Gaonkar is deemed to be interested or concerned in the resolution.

The members are requested to consider and approve the above resolution.

By order of the Board

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 3, 2012

Registered office:

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

Brief Resume of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance to Clause 49IV (G) of the Listing Agreement)

Name of Director	Mr. A. P. Chen	Mr. Anil Bakshi
Date of Birth	April 11, 1952	May 2, 1959
Date of appointment on the Board	March 30, 2009	May, 3, 2012
Expertise in specific functional areas	Mr. A.P. Chen possesses a Bachelors degree in Electronics Engg., and a Masters Degree in Business Administration. He has over 32 years of industry experience and has held a number of senior positions in Citi Bank, Bank of Boston's Taiwan Branch. Mr. A.P. Chen is presently Director & President of D-Link Corporation.	Mr. Anil Bakshi is a qualified Chartered Accountant and Company Secretary. He is an Industrialist and has over 27 years of experience in the overall business management.
Names of other companies in which he holds directorships (excluding foreign, private and Section (25 companies)	Nil	Nil
Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil	Nil
Shareholding in the Company	50,000 Equity Shares	500 Equity shares