

D-Link®

D-Link (India) Limited

CIN No.: L72900GA2008PLC005775

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

Ph. No.: 0832-2885800 • Email: shares@dlink.co.in • Website: https://in.dlink.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Saturday, September 9, 2023, at 11:00 a.m. through Video Conferencing ('VC') facility or other audio-visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors' and Auditors' thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2023, together with the Report of the Auditors' thereon.

3. Declaration of Dividend

To declare a dividend of ₹ 5/- per equity share and a special dividend of ₹ 5/- per equity share totalling to ₹ 10/- per equity share) for the financial year ended March 31, 2023.

4. Re-appointment of Mr. Mukesh Lulla as Director, liable to retire by rotation.

To re-appoint a director in place of Mr. Mukesh Lulla (DIN: 00524435), who retires by rotation and being eligible, offers himself for re-appointment.

5. Re-appointment of Statutory Auditors for the second term of 5 years.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s B S R & Co LLP, Chartered Accountants (ICAI firm registration no. 101248W/W-100022), be and are hereby re-appointed as the Statutory Auditors of the Company, for the second term of 5 years i.e. from the conclusion of this 15th Annual General Meeting until the conclusion of 20th Annual General Meeting to be held in the year 2028 and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration and reimbursement of out-of-pocket expenses, of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any Directors or any Key Managerial Persons be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

SPECIAL BUSINESS:

6. To re-appoint Mr. Tushar Sighat as Managing Director & CEO

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment of Mr. Tushar Sighat (DIN: 06984518) as the Managing Director and Chief Executive Officer (MD & CEO) of the Company, for a period of 3 (Three) years with effect from 2nd November, 2023 up to 1st November 2026 on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors may review the remuneration of Mr. Tushar Sighat from time to time as it deems appropriate, provided that such revision is within the overall limits of the managerial remuneration approved by the shareholders; in the event of inadequacy of profits within the meaning of Section 197 of the Companies Act, 2013 the remuneration payable shall be in compliance with sub-section (3) of said Section 197 of the Act and/or any guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

7. Approval of Material Related Party Transactions with D-Link Corporation:

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

"RESOLVED THAT, pursuant to applicable provisions of the Companies Act 2013 ("Act") read with rules made thereunder, Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), the Company's Policy on Related Party Transactions and such other applicable provisions of law, if any, read with Circulars issued by SEBI from time to time and any amendments, modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), including execution of purchase agreement with D-Link Corporation, the ultimate holding company of the Company, to be effective from April 1, 2023 upto

the date of 20th AGM from up to a maximum aggregate value as detailed in the explanatory statement to this resolution, including, continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder;

- i. Purchase of IT Networking Products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name
- vii. any other transactions/arrangements from time to time including those entered in the course of normal business activities,

notwithstanding the fact that all such transactions whether individually and/or in the aggregate may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the respective financial year as per the Company's last audited financial statements of the immediately preceding financial year, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

“RESOLVED FURTHER THAT the members of the Company do hereby accord approval to the Board of Directors and/or any Key Managerial Persons of the Company to finalize the terms and conditions, sign and execute purchase agreement, all documents, contracts/deeds and writings and undertake all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to finalize and execute all such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) and / or officer(s) / employee(s) of the Company / any other person(s) to give effect to the aforesaid resolution 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: July 29, 2023

Registered Office:

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

Notes:

1. The Ministry of Corporate Affairs (MCA) has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 (collectively referred as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (“SEBI”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 15th AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the Special Business(s) in the Notice is annexed as Annexure I hereto and forms part of this Notice.
3. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Act. All resolutions shall continue to be passed through the facility of e-voting made available for the members.
5. In view of relaxation given by MCA Circulars and SEBI Listing Regulations, the Annual Report including Financial statements, Auditor's report, Board's report, Notice of AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2022-23 will also be available on the Company's website <https://in.dlink.com> and websites of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at shares@dlink.co.in in case they wish to obtain the same.
6. The Members, seeking any information with regard to the financial statement, operations to be placed at the AGM are requested to send their queries through Email on shares@dlink.co.in at least 5 days before the meeting, so that the information can be compiled in advance. The same will be replied by/ on behalf of the Company suitably.
7. The Register of Members and the Share Transfer Register will remain closed from Saturday, August 19, 2023, to Friday, August 25, 2023 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 15th AGM, shall, be paid to those members whose names appear on the Register of Members as on the record date, i.e., August 18, 2023.

As per the provisions of Income Tax Act, 1961 (“the Act”), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS)/ With Holding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company's RTA, (if shares are held in physical form).

8. 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 2022-23, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2015, to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2016, will be due for transfer to Investor Education and Protection Fund on or after October 3, 2023. The Members who have not encashed the dividend warrants for the earlier years 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.

9. 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. Members holding shares in physical form and desirous of either registering or changing bank particulars are requested to write to the Company/ RTA.

As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.

10. 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.

11. Details under Regulation 36(3) of SEBI Listing Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice as Annexure -III.

12. The Statutory Registers and the documents pertaining to the items of business to be transacted are available for inspection in electronic mode during the AGM.

13. Voting through electronic means:

a) In compliance with provisions of Section 108 of the Act, 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 15th 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 Company has availed the facilities of KFin Technologies Limited ("KFintech") for facilitating e-voting.

b) The remote e-voting period commences on Wednesday, 6 September, 2023, at 9:00 am and ends on Friday, 8 September, 2023, at 5:00 pm. The e-voting module will be disabled by KFintech for voting thereafter. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Saturday, 2 September, 2023. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

c) The Company has appointed Mr. Shivaram Bhat, Practising Company Secretary, as the 'Scrutiniser' to scrutinize the remote e-voting and the e-voting at the AGM. The Board of Directors has authorized Mr. Shrinivas Adikesar, Company Secretary of the Company as the person responsible for the entire e-voting process. The Scrutiniser shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.

d) The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://in.dlink.com> and shall be forwarded to the Stock Exchanges. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e August 11, 2023, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

14. General Instructions

14.1 PROCEDURE FOR REMOTE E-VOTING

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

v. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in demat mode with NSDL</u>	<p>1. User already registered for IDeAS facility</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
<u>Individual Shareholders holding securities in demat mode with CDSL</u>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e-Voting is in progress.</p>
<u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'D-LINK INDIA LIMITED- AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.sbhat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided to KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.
Members are requested to follow the process as guided, to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, a member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to shares@dlink.co.in. Questions /queries received by the Company till September 6, 2023 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

14.2 Instructions for members for attending the AGM through VC/OAVM and for voting during AGM are as under –

- I Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open till September 7, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open till September 7, 2023.
- III.** In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.

ANNEXURE - I TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out the information relating to the Special Business mentioned under Item No. 5 to 7 in the accompanying Notice:

Resolution no. 5: Ordinary Resolution

Re-appointment of Statutory Auditors for the second term of 5 years

The Members of the Company at the 10th Annual General Meeting ('AGM') held on August 3, 2018 had approved the appointment of M/s B S R & Co. LLP, Chartered Accountants, (ICAI firm registration no. 101248W/W-100022) as Auditors of the Company for a term of five consecutive financial years from 2018-19 and to hold the office from conclusion of 10th AGM until the conclusion of the 15th AGM of the Company.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. M/s B S R & Co LLP is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on May 6, 2023, based on the recommendation of the Audit Committee, approved the re-appointment of M/s B S R & Co LLP for the second term of five years to hold office from the conclusion of the 15th AGM till the conclusion of the 20th AGM to be held in the year 2028, at a remuneration and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2024 and proposed the same for approval of the members.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations.

The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, or other considerations.

B S R & Co LLP has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act.

Based on the recommendation made by the Audit Committee, after assessing the performance of B S R & Co LLP and considering the experience and expertise of B S R & Co LLP, the Board recommends the re-appointment of B S R & Co LLP as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 5, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Resolution no. 6: Special Resolution

Mr. Tushar Sighat was re-appointed as Managing Director & Chief Executive Officer of the Company with effect from November 2, 2020, for a period of 3 years. The Board of Director recommend renewal for another term of three years as proposed in the resolution

The remuneration proposed during the renewed term of appointment/ financial year is as below;

1. Basic Salary: ₹ 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 ₹ 600,000/- per month.
2. Special Allowances: ₹ 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 ₹ 1,200,000/- per month.
3. 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 ₹ 20,000,000/- per annum.
4. Perquisites: In addition to the Salary as set out above, the Managing Director & CEO shall be entitled to the following perquisites:
 - a. House Rent Allowance equivalent to 40% of the Basic Salary.
 - b. Use of Company's car for official duties and telephone shall not be considered as perquisites.
 - c. Reimbursement of all Medical expenses upto maximum of ₹ 25 lakhs p.a.
 - d. Provident Fund and Gratuity as per the applicable laws and policy of the Company.
 - e. Earned Leave encashment as per the rules of the Company.
 - f. 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.

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the tenure of the Managing Director, the Company has no profits, or its profits are inadequate, the Company shall pay remuneration by way of Salary, Benefits, Perquisites and Allowances as allowed under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Managing Director of the Company.

Mr. Sighat will continue to be key Managerial Personnel of the Company.

Except Mr. Tushar Sighat, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise and do not have any conflict of interest in the Resolution. Accordingly, the Board of Directors recommends passing of Special Resolution set out at Item No.6 of the Notice for approval by the members.

The information as required to be disclosed under Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure II to the Notice.

Resolution no. 7: Ordinary Resolution

The Company is a subsidiary of D-Link Holding Mauritius Inc. which is ultimately held by D-Link Corporation, Taiwan (“Corporation”). Accordingly, D-Link Corporation is a ‘Related Party’ of the Company. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and SAARC region and in furtherance of its business activities, enter into transactions with D-Link Corporation. The brief of the transactions with D-Link Corporations are as below:

- i. Purchase of IT Networking products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name

The Company had obtained prior approval of the Members for entering into the above transactions for a period starting from April 1, 2023 upto the date of this 15th Annual General Meeting (“AGM”). In order to streamline and document the terms and conditions of the ongoing transactions between the Company and the Corporation, it is proposed to execute a Purchase Agreement on the existing terms and conditions, to be effective from April 1, 2023, upto the date of 20th AGM. The same can be renewed after compliance of the applicable provisions.

Further, the Company has entered into License Agreement for 10 years, effective January 1, 2020 with D-Link Corporation wherein the latter has granted an exclusive right and license to use the Trademarks on or in association with the licensed products and services, including manufacture, have manufactured from the third party, sell, distribute, the licensed products in India. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor and the royalty % can be revised from time to time on the total sales / total revenue from the licenced products.

In terms of Regulation 23 of the SEBI Listing Regulations, the aforesaid transactions with D-Link Corporation to be effective from April 1, 2023 upto the date of 20th AGM and subsequent four (4) financial year(s) (*approved tenure) may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and therefore may exceed the materiality threshold as prescribed under the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is required to be sought for all such arrangements / transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with D-Link Corporation, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise in line with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022. The above transactions are in the ordinary course of business of the Company and on an arm’s length basis and as such are exempt from the provisions of Section 188 (1) of the Companies Act, 2013 and rules thereunder.

In view of the above, the Company now proposes to obtain prior approval of the Members for grant of authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by the said resolution) for carrying out and / or continuing with such arrangements and transactions as specified in the resolution or as mentioned in this explanatory statement with D-Link Corporation, being the ultimate holding company and a related party of the Company.

The approval of the Audit Committee of the Company has been obtained for entering into the transactions as specified in the resolution or as mentioned in this explanatory statement.

The Audit Committee has noted that the said transactions will be on an arms’ length basis and in the ordinary course of the Company’s business. The management has provided the Audit Committee with the description of the transactions including material terms and basis of pricing as mentioned in this explanatory statement. Summary of the other terms of the transactions are outlined as under:

Sr. No.	Particulars	Details of transactions					
		Purchases of Goods	Sale of Goods	IT services	Warranty & Discount	Expense Reimbursement	Royalty
1	Nature of Transactions						
2	Monetary value of the proposed transactions during the relevant period. For the tenure starting from April 1, 2023 till the date of 20 th AGM.	The monetary value (i) for FY 2023-24 is estimated to be ₹ 400 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 800 crore.	The monetary value (i) for FY 2023-24 is estimated to be ₹ 50 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 100 crore.	The monetary value (i) for FY 2023-24 is estimated to be ₹ 25 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 50 crore	The monetary value (i) for FY 2023-24 is estimated to be ₹ 50 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 100 crore.	The monetary value (i) for FY 2023-24 is estimated to be ₹ 5 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 10 crore.	The monetary value (i) for FY 2023-24 is estimated to be ₹ 20 crores (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2028-29 is estimated to be up to ₹ 50 crore.

Sr. No.	Particulars	Details of transactions	
3	Tenure of the transactions	<p>The Company presently undertakes and proposes to continue the above repetitive transactions to be effective from April 1, 2023 upto the date of 20th AGM .</p> <p>The Purchase Agreement to be effective from April 1, 2023 upto the date of 20th AGM. The same can be renewed after compliance of the applicable provisions</p> <p>The agreement for payment of license fees / Royalty is for a period of 10 years effective January 1, 2020.</p>	
4	Material terms and particulars of the contract or arrangement.	<ol style="list-style-type: none"> 1. The Company proposes to enter into agreement with Corporation for the ongoing commercial terms and conditions. The material terms are: <ul style="list-style-type: none"> - Purchase and sales in the ordinary course of business - Payment credit terms between 45 days to 75 days from the date of invoice. - Product warranty up to 3 years and discounts based on the product specifications; 2. Providing of ERP and IT Support Services. 3. Payment of license fees of 1.5% for use of trademark on the total revenue from the licensed products from third parties. 4. Other terms as may be decided by the board from time to time. 	
5	Percentage of the Company's Annual Turnover on a consolidated basis for the immediately preceding FY	The aggregate value of the aforesaid transactions with the Corporation shall approximately be 22% of the annual turnover of the Company for the FY 2022-23.	For remaining tenure i.e from April 1, 2023 upto the date of 20 th AGM, the aggregate value of the aforesaid transactions with Corporation shall exceed 10% of the Consolidated turnover of the Company of the preceding relevant financial year.
6	For RPTs involving subsidiaries, % of annual turnover of the subsidiary on a standalone basis	Not applicable	
7	Additional Information in case of Loans, ICDs/advances or investments made or given:	Not applicable	
8	Justification as to why the RPT is in the interest of the listed entity;	Most imports of high end networking products are from D-Link Corporation. The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the Company.	
9	Copy of valuation or other external report if any	No valuation / external report has been relied upon for purchase, sale transactions	
10	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 Corporation at arm's length price. D-Link Corporation has granted an exclusive right and license to use the Trademarks on the Licensed Products and services. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor. The Board is of the opinion that the above transactions are in the best interests of the Company.	
11	Purchase Agreement	Draft Purchase Agreement to be executed with D-Link Corporation setting out the purchase terms and conditions is available for inspection till the date of AGM at the registered office of the Company.	

Any subsequent material modifications in the proposed agreement, transactions, as defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be approved by the Audit Committee, Board and shareholders, as may be required, in terms of Regulation 23(4) of the Listing Regulations.

Accordingly, the Board of Directors recommends passing of ordinary resolution set out at Item No.7 of the Notice for approval by the members.

Mr. Hung-Yi Kao – Chairman of the Company and D-Link Holding Mauritius Inc Promoter, may be deemed to be interested in the above ordinary resolution by virtue of his holding employment position 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, in the resolution as set out at Item No.7 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions No. 7 whether the entity is a related party to the particular transaction or not.

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

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: July 29, 2023

Registered Office:

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

ANEXURE No. II TO THE NOTICE

[SCHEDULE V PART II SECTION II 1(B) (iv) OF THE COMPANIES ACT, 2013]

I. GENERAL INFORMATION:

1. Nature of Industry

D-Link (India)Limited, is engaged in marketing and distribution of networking products in India and SAARC region. It offers products that extend across home, small-and-medium, and enterprise network equipment, including Ethernet switches, firewall security, wireless access points, Internet protocol (IP) surveillance cameras, networking storage, Internet of Things (“IoT”) and structured cabling etc.

2. Date or expected date of commencement of commercial production.

Not Applicable.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable.

4. Financial Performance based on given indicators.

(₹ in Crore)

Particulars	2023	2022	2021	2020
Revenue	1,171.29	903.84	710.68	725.53
Other Income	6.30	5.64	5.98	7.71
Total Income	1,177.59	909.47	716.65	733.23
Expenditure	(1,059.66)	(851.34)	(673.12)	(681.05)
Interest	(0.94)	(0.38)	(0.63)	(0.38)
PBDT	117.93	58.13	43.53	52.18
Depreciation	(4.51)	(3.73)	(3.87)	(4.20)
PBT	113.42	54.41	39.66	47.98
Tax	(29.08)	(13.94)	(10.34)	(13.90)
Net Profit	84.33	40.47	29.32	34.08
Equity	7.10	7.10	7.10	7.10
EPS	23.75	11.40	8.26	9.60

5. Foreign investments or collaborations, if any

D-Link (India) Limited is one of the largest networking companies widely recognized as a global enterprise with active presence worldwide. D-Link Holding Mauritius Inc., a 100% subsidiary of D-Link Corporation, holds 51.02% shareholding in the Company as on 31st March, 2023.

II. INFORMATION ABOUT THE APPOINTEE:

a. Background details of Mr. Tushar Sighat

Mr. Tushar Sighat brings with him vast experience and domain expertise spanning over 32 years. In his current role, he is responsible for driving the company’s growth, and play a strategic role in strengthening D-Link’s position as a leader in networking solutions in India and SAARC region. Mr. Tushar Sighat has a B.E in Electronics & Telecommunication.

b. Past remuneration: The past remuneration paid to the Managing Director is disclosed in the Annual Report.

c. Recognition or awards

Asia Pacific Entrepreneurship Award (APEA) committee adjudged D-Link India as a winner under corporate excellence. Mr. Tushar Sighat has been consistently recognized for his leadership skills. D-Link’s crowning glory was its selection by the Association Other ways Management & Consulting for the prestigious ‘Majestic Five Continent Award for Quality & Excellence’ and ‘Total Quality Management Aptitude Seal’ for its achievements and success and its unwavering commitment to quality. The award symbolised international recognition for the Company and was received by Mr. Tushar Sighat, D-Link India’s Managing Director & CEO, at a high-profile ceremony in Berlin, Germany.

d Job profile and his suitability

As Managing Director & CEO, Mr. Sighat will be responsible for the complete operations of D-Link in India and SAARC region. Mr. Tushar has over 32 years of work experience and is an IT networking veteran. Under his leadership, the Company has grown and posted revenue to an all-time high since inception.

e Remuneration proposed per annum

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee. The nomination and remuneration committee has taken into consideration of industry benchmark for payment of remuneration.

g Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, no other pecuniary relationship exists. Mr. Tushar Sighat Holds 16,427 shares in the Company.

III. OTHER INFORMATION:

The Company has continuously shown growth over the years. The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Tushar Sighat.

The Company continues to maintain and strengthen its market position both in terms of revenue and profitability. The Company is expected to benefit from the government's vision of pan-India internet connectivity. The Company also expects to gain on wider product platform that will be backed by its Parent company which will result in improving the profitability. The Company is widening its customer base and better market penetration, especially by introducing new products. The Company is making a conscious effort to develop products/customers base in alternate market segments.

Based on the above strategy, the Company expects to achieve an improved level of turnover on account of the introduction of new products. An increase in turnover will result in the better utilization of resources and improved margin leading to improvement in profitability. This will enable the Company to achieve better performance in the current year as well as years ahead.

IV. DISCLOSURES:

The other relevant disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", which is attached to the financial statement.

Mumbai, Dated: July 29, 2023

Registered Office:

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

**By order of the Board
For D-Link (India) Limited**
Shrinivas Adikesar
Company Secretary

ANNEXURE III – TO NOTICE

Details of Directors Seeking re-appointment at the 15th Annual General Meeting:

Name of Director	Mr. Mukesh Lulla	Mr. Tushar Sighat
DIN	DIN: 00524435	DIN: 06984518
Date of Birth	November 27, 1967	September 30, 1969
Date of first appointment on the Board	February 4, 2016	September 30, 2014
Qualifications	Mr. Lulla holds a Master's degree in Electrical Engineering from the University of Southern California, Los Angeles (USA) and a BE in Electronics Engg from NIT (erstwhile REC), Surat (Gujarat).	Mr. Sighat is a qualified BE in Electronics and Telecom
Brief Resume and Specific Functional Area	A seasoned industry veteran in networking and security domains Mr. Mukesh Lulla brings to the Board expertise in global technology marketing, and a proven track record in business development. Armed with a unique perspective that leverages his decades of leadership experience in both the hardware and software space, his passion for innovation can be traced to his founding of TeamF1, a pioneer in business-grade security for connected devices. As a savvy marketer combining deep technical know-how with an astute understanding of market forces, he is uniquely positioned to shape the high-level direction of the company's technology investments.	Mr. Sighat has over 32 years of rich experience in the IT industry. He joined D-Link as the CEO in 2011 and played a crucial role in overcoming the turbulent phase of the demerger and winning back the confidence of customers, partners and employees. As MD & CEO, he is responsible for driving D-Link's growth and playing a strategic role in strengthening its position as a leader in networking industry. Mr. Tushar Sighat is also the Chairman of D-Link's subsidiary, TeamF1 Networks Pvt. Ltd.
Relationship between Directors, Manager and Other Key Managerial Personnel Inter-se	None	None
Names of the entities in which she/he holds directorships	None	TeamF1 Networks Private Limited
Chairman/Member of the Committee(s) of Board of Directors of other listed entities	None	None
Shareholding in the Company	26,18,773 Equity shares	16,427 Equity shares
No of board meetings attended	All five board meetings held during the Financial Year 2022-23	All five board meetings held during the Financial Year 2022-23
Remuneration sought to be paid	Nil	As stated in Annexure I to this Explanatory Statement
Terms and conditions of re-appointment	The directorship and re-appointment of Mr Mukesh Lulla is as per the terms of the share swap agreement approved by the shareholders at the Extra Ordinary General Meeting held on January 20, 2014.	Re-appointment as Managing Director & CEO for a period of three years with effect from November 2, 2023, liable to retirement by rotation.

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

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: July 29, 2023

Registered Office:

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