

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://www.dlink.com/in/en>

NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Sixteenth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Wednesday, August 7, 2024, 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, 2024, 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 for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend ₹ 8/- per equity share and a special dividend of ₹ 5/- per equity share totalling to ₹ 13/- per equity share for the financial year ended March 31, 2024.

4. Re-appointment of Mr. Hung-Yi Kao as Director, liable to retire by rotation.

To re-appoint a director in place of Mr. Hung-Yi Kao (DIN: 08190631), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Chia-Jui Chang (DIN 10673312) as a non-executive director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Chia-Jui Chang (DIN 10673312), as an Director in the capacity of a Non-Executive and Non- Independent Director with immediate effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Director of the Company, and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Chia-Jui Chang shall be entitled to receive the remuneration/fees/commission and re-imbursment of such expenses as permitted to be received in the capacity of Non-Executive, Non-Independent Director under the Act and SEBI Listing Regulations, as may be approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. Appointment of Ms. Ching-Chun Yang (DIN 10671757) as an Independent Director.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. **Ching-Chun Yang (DIN 10671757)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company with immediate effect for a period of 5 (five) years, i.e. till August 6, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Ching-Chun Yang shall be entitled to receive the remuneration/fees/commission and re-imbursment of such expenses as permitted to be received in the capacity of Independent Director under the Act and Listing Regulations, as approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

7. Modification in overall limits of Remuneration to 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 pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the rules made thereunder and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, applicable provisions of Articles of Association of the Company and in partial modification to the Resolution passed by the Members at the 15th Annual General Meeting of the Company, the approval of the members of the Company be and is hereby accorded for modification in overall limits for payment of remuneration to Mr. Tushar Sighat, (DIN: 06984518) Managing Director & CEO, as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mr. Tushar Sighat, Managing Director & CEO, as approved by the members on September 9, 2023, at the 15th Annual General Meeting shall remain unchanged.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection 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 for giving effect to this resolution.”

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

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

Goa, June 28, 2024

Shrinivas Adikesar
Company Secretary
Membership. No. ACS 20908

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, General Circular No. 09/2023 dated September 25, 2023 (collectively referred as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 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 (“SEBI Listing Regulations”), the 16th 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, Auditors report, Boards 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 2023-24 will also be available on the Company’s website <https://www.dlink.com/in/en> and websites of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and 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 and operations of the Company to be placed at the AGM are requested to send their queries through email on shares@dlink.co.in at least 3 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, July 13, 2024, to Friday, July 19, 2024 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 16th AGM, shall, be paid to those members whose names appear on the Register of Members as on the record date, i.e., July 12, 2024.
As per the provisions of Income Tax Act, 1961 (‘the IT 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 2023-24, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2016, to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2017, will be due for transfer to Investor Education and Protection Fund on or after October 7, 2024. 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 16th 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 Sunday, August 4, 2024, at 9:00 IST and ends on Tuesday, August 6, 2024, at 5:00 IST. 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 **Wednesday, July 31, 2024**. 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.
- d) 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.
- e) 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://www.dlink.com/in/en> 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, 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, 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.
- i. 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 meetings for Individual shareholders holding securities in demat mode."
- ii. 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.

Details on Step 1 are mentioned below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. User already registered for IDeAS facility <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. 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. 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. |

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) xxxx, 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/mobilereg/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 Saturday August 3, 2024 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 August 5, 2024. 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.
- 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

The Board of Directors, at its meetings held on July 11, 2023, and June 28, 2024 based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the appointment of Mr. Chia-Jui Chang as Director in the category of Non-Executive Non-Independent Director subject to necessary statutory approvals and the approval of the shareholders through an ordinary resolution.

Mr. Chia-Jui Chang has given his consent to act as the Director of the Company. Also, as per the confirmations received, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Chia-Jui Chang as a Director.

Brief Profile of Mr. Chia-Jui Chang

Mr. Chang is CEO of D-Link Corporation, Responsible for making major corporate decisions, setting the company's strategic direction, and managing all operations. Mr. Chang has over 30 years of hardware and software-related experience in marketing sales, customer relations, consumer-packaged goods, and establishing and managing business in IP networking and Cloud services.

Mr. Chang has a Bachelor of Law in Economy & Finance in 1983 from Fu-Jen University, Taipei, and Master of Business Administration, in 1989, from Senshu University, Tokyo, Japan.

The Board has reviewed and justified the appointment of Mr. Chia-Jui Chang for his knowledge and expertise in Management and Networking Industry.

Disclosure under Regulation 36(3) of the Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to his qualification and other details are set out in Annexure-III attached to this Notice.

The Board of Directors recommends the Ordinary Resolution set out in Resolution No. 5 of the Notice for approval of the members.

Mr. Chia-Jui Chang is Chief Executive Officer of D-Link Corporation which is the ultimate holding company. Except, Mr. Chia-Jui Chang, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Resolution No. 5 of the Notice.

Resolution no. 6: Special Resolution

The Board of Directors, at its meetings held on July 11, 2023, and June 28, 2024 based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the appointment of Ms. Ching-Chun Yang as Director in the category of Independent Director for a term of five (5) years, with effect from August 7, 2024 to August 6, 2029, subject to the approval of the shareholders through a special resolution.

Ms. Yang has given her consent to act as the Director of the Company. Also, as per the confirmations received, she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. She has also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director will not be liable to retirement by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Ms. Ching-Chun Yang as a Director.

Brief Profile of Ms. Ching-Chun Yang

Ms. Ching-Chun Yang, a Certified Public Accountant, brings 18 years of expertise from the public and private accounting sectors. As Vice President of Financial and Regulatory Reporting at City National Bank, Ms Yang leads efforts in enhancing regulatory filing accuracy and streamlining internal processes, including a significant role in the LIBOR transition and revenue recognition implementation projects.

Ms Yang began her career in public CPA firms, managing audit engagements and cultivating her expertise in providing accounting guidance. A Graduate from University of Southern California, Ms Yang secured her Certified Public Accountant accreditation in 2009. Well-versed in a suite of software and systems, she exemplifies a dedication to propelling business performance through innovative and efficient accounting practices.

In the opinion of the Board, Ms. Ching-Chun Yang is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and she is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and the opinion of the Board of Directors, she is independent of management. The Board reviewed that the proposed appointment is justified due to her knowledge and expertise in Finance, Banking, Mergers, Regulatory filings etc.

Disclosure under Regulation 36(3) of the Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to his qualification and other details are set out in Annexure-III attached to this Notice.

The Board of Directors recommends the Special Resolution set out in Resolution No. 6 of the Notice for approval of the members.

Except, Ms. Ching-Chun Yang, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Resolution No. 6 of the Notice.

Resolution no. 7: Special Resolution

Mr. Tushar Sighat was re-appointed as Managing Director & Chief Executive Officer of the Company with effect from November 2, 2023, for a period of 3 years. The Shareholders at the Annual General Meeting held on September 9, 2023, approved such terms of his appointment and payment of remuneration by way of passing Special Resolution.

The remuneration currently paid to the Managing Director & Chief Executive Officer is within the limits prescribed under Section 197(1) of the Companies Act, 2013 and is in line with the Special Resolution passed by the shareholders referred above. Since the existing structure does not accommodate the annual salary increments of the Managing Director & CEO, the said limit shall be revised as per the details provided below. The Board of Directors seeks the approval of the shareholders to modify the overall limits structure of the salary for the remainder of the term of his appointment considering his contribution for the better financial performance of the Company over the years.

The details of the existing terms and revision proposed is as below:

| Existing terms | Revised terms |
|--|--|
| 1. Basic Salary: ₹ 3,00,000/- per month with such an 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 ₹ 6,00,000/- per month. | 1. Basic Salary: ₹ 5,00,000/- per month with such an 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 ₹ 10,00,000/- per month. |
| 2. Special Allowances: ₹ 6,00,000/- 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 ₹ 12,00,000/- per month. | 2. Special Allowances: ₹ 10,00,000/- 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 ₹ 18,00,000/- 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 ₹ 2,00,00,000/- per annum. | 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 ₹ 3,50,00,000/- per annum. |

This resolution is effective from the date of passing and except the terms specifically expressed herein above, all other terms and conditions of the resolution for appointment of Mr. Tushar Sighat, Managing Director & CEO, as approved by the members at the 15th Annual General Meeting held on September 9, 2023 shall remain unchanged and in full force, and shall continue to remain applicable and binding. In the event of a conflict between the terms of this resolution and resolution passed earlier by the shareholders, the terms of this resolution shall prevail in relation to the matters set out herein.

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 herein above 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.

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

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

Goa, June 28, 2024

Shrinivas Adikesar
Company Secretary
Membership. No. ACS 20908

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 | FY 2024 | FY 2023 | FY 2022 | FY 2021 | FY 2020 | FY 2019 |
|--------------|------------|------------|----------|----------|----------|----------|
| Revenue | 1,227.43 | 1,171.29 | 903.84 | 710.68 | 725.53 | 699.63 |
| Other Income | 12.94 | 6.3 | 5.64 | 5.98 | 7.71 | 0.92 |
| Total Income | 1,240.37 | 1,177.59 | 909.47 | 716.65 | 733.23 | 700.55 |
| Expenditure | (1,112.78) | (1,059.66) | (851.34) | (673.12) | (681.05) | (662.19) |
| Interest | (0.95) | (0.94) | (0.38) | (0.63) | (0.38) | (0.09) |
| PBDT | 127.59 | 117.93 | 58.13 | 43.53 | 52.18 | 38.36 |
| Depreciation | (5.93) | (4.51) | (3.73) | (3.87) | (4.20) | (1.00) |
| PBT | 121.66 | 113.42 | 54.41 | 39.66 | 47.98 | 37.37 |
| Tax | (30.92) | (29.08) | (13.94) | (10.34) | (13.90) | (13.82) |
| Net Profit | 90.74 | 84.33 | 40.47 | 29.32 | 34.08 | 23.55 |
| Equity | 7.10 | 7.10 | 7.10 | 7.10 | 7.10 | 7.10 |
| EPS | 25.56 | 23.75 | 11.4 | 8.26 | 9.6 | 6.63 |

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 March 31, 2024.

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 33 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: During the financial year ended March 31, 2024, the Company paid ₹ 401.26 Lakhs as Remuneration to Managing Director & CEO. 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 33 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.

Subject to the approval of the shareholders to the overall remuneration structure as detailed above, the proposed annual increments on the existing remuneration for the remaining term will be decided by the board based on recommendations from the remuneration committee and in accordance with the company's remuneration policy.

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 paid, 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 members has passed a Special Resolution at the 15th AGM held on September 9, 2023 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 remuneration currently paid to the Managing Director & Chief Executive Officer is within the limits prescribed under Section 197(1) of the Companies Act, 2013.

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.

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

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

Goa, June 28, 2024

Shrinivas Adikesar
Company Secretary
Membership. No. ACS 20908

ANNEXURE III – TO NOTICE

Details of Directors Seeking re-appointment at the 16th Annual General Meeting:

| Name of the Director | Mr. Chia-Jui Chang | Ms. Ching-Chun Yang | Mr. Tushar Sighat | Mr. Hung-Yi Kao |
|--|--|---|--|--|
| Directors Identification Number | DIN: 10673312 | DIN: 10671757 | DIN: 06984518 | DIN: 08190631 |
| Date of Birth (Age) | August 30, 1959 | January 14, 1981 | September 30, 1969 | December 27, 1977 |
| Nationality | Taiwan (ROC) | Taiwan (ROC) | India | Taiwan (ROC) |
| Date of Appointment | With effect from August 7, 2024 | With effect from August 7, 2024 | September 30, 2014 | August 4, 2018 |
| Designation/category of the Director | Non-Independent Director | Independent Director | Managing Director & CEO | Chairperson (Non-Independent Director) |
| Qualification | Mr Chang is a Master of Business Administration in 1989 from Senshu University, Tokyo, Japan | Ms. Yang is a Certified Public Accountant | Mr. Sighat is a qualified BE in Electronics and Telecom | Mr. Kao Studied at San Jose State University |
| Nature of expertise, functional areas, Skills, capabilities, and Brief Resume etc. | As per the resolution no. 5 of this notice read with the explanatory statement thereto | As per the resolution no. 6 of this notice read with the explanatory statement thereto | As per the resolution no. 7 of this notice read with the explanatory statement thereto | Mr. Kao joined D-Link Corporation in 2009 and held roles such as mydlink front end web developer and product manager for the wireless controller/AP product line. |
| Name of other companies in that holds directorship in India | None | None | TeamF1 Networks Private Limited | TeamF1 Networks Private Limited |
| Name of the companies in the committees which also hold membership/ chairmanship In India | None | None | None | None |
| Names of listed companies from which resigned/ ceased in the past three years | None | None | None | None |
| Terms and conditions for appointment and re-appointment | Appointment as a Non-Independent Director liable to retire by rotation and other terms as set out in the Resolution and Explanatory Statement. | Appointment as an Independent Director for the first term of five consecutive years and other terms as set out in the Resolution and Explanatory Statement. | Partial modification of resolution passed by the shareholders at the 15th AGM in respect of terms of Payment of Remuneration of Managing Director & CEO. | Liable to retirement by rotation. |
| Remuneration last drawn | Not Applicable | Not Applicable | As disclosed in the Annual Report | No remuneration except payment of sitting fees for attending Board and Committee meetings. |
| Remuneration proposed to be paid | Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board | Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board. | As disclosed in Annexure I to this Explanatory Statement | Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board |
| Shareholding in the Company | Nil | Nil | 16,427 Equity shares | Nil |
| Relationship with other directors, Managers, Key Managerial Personnel of the Company | None | None | None | None |
| No. of Board meetings attended during the year | NA | NA | Six board meetings attended during the Financial Year 2023-24. | Six board meetings attended during the Financial Year 2023-24. |

Registered Office:
Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

Goa, June 28, 2024

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

Shrinivas Adikesar
Company Secretary
Membership. No. ACS 20908

