

# Notice

NOTICE is hereby given that the Second Annual General Meeting of the Company will be held at Kesarval Garden Retreat , Kesarval, Cortalim, Verna, Salcette, Goa – 403722 on Friday, the September 3, 2010. at 11.00 a.m. to transact the following business:

## **ORDINARY BUSINESS;**

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March, 2010, and the Profit & Loss Account for the financial year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2010.
3. To appoint a director in place of Ms. Hui Lin Chen Lin, who retires by rotation and being eligible offers for re-appointment.
4. To appoint M/s Deloitte, Haskins & Sells, Chartered Accountants, the retiring Auditors of the Company as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors.

## **SPECIAL BUSINESS;**

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

**“RESOLVED THAT** Mr. Satish Godbole be and is hereby appointed as Director of the Company as per the provisions of the Companies Act, 1956 subject to retirement by rotation”.

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

**“RESOLVED THAT** Mr. C. M. Gaonkar be and is hereby appointed as Director of the Company as per the provisions of the Companies Act, 1956”.

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

**“RESOLVED THAT** subject to the provisions of sections 269 read with Schedule XIII and any other applicable provisions of the Companies Act, 1956 and pursuant to Article 58 of the Articles of Association of the Company, Mr. C. M. Gaonkar, Chief Finance Officer of the Company be and is hereby appointed as Executive Director & Chief Finance Officer ('Executive Director & CFO') for a period of five (5) years commencing on and from March 1, 2010 upon such terms and conditions”.

**“RESOLVED FURTHER THAT** under provisions of Sections 198, 269, and 309 read with Schedule XIII of the Companies Act 1956 and subject to the approval of the Central Government, if applicable, the said Mr. C. M. Gaonkar shall be entitled to the following remuneration for his services as the Executive Director & CFO of the Company with effect from March 1, 2010.

- (i) Basic Salary: Rs. 45,000/- per month with such annual increment in salary as the Board may decide from time to time subject to a ceiling of Rs. 1,00,000/- per month as basic salary.
- (ii) Special Allowances: Rs. 85,750/- per month with such increment(s) as the Board may decide from time to time, subject to a ceiling of Rs. 1,50,000/- per month.
- (iii) Performance linked variable pay and / or any other compensation as may be decided by the Board from time to time and the same may be made on a pro-rata basis every month or on an annual basis at the discretion of the Board subject to maximum of Rs. 4,00,000/- per annum.
- (iv) The Executive Director & CFO shall be paid a Housing Rent Allowance equivalent to 40 % of the Basic Salary.
- (v) Perquisites : In addition to the Salary as set out above, the Executive Director & CFO shall be entitled to the following perquisites:
  - a. Use of Company car for official duties.

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- b. Reimbursement of all Medical expenses incurred for self and family, subject to a ceiling of Rs. 15,000/- per annum.
- c. Use of Telephone/Internet/ mobile expenses.
- d. The Executive Director & CFO will be entitled to the Provident Fund and Gratuity, Encashment of earned leave as per the rules of the Company.
- e. Medical, Life Insurance and Group Personal Accident Insurance coverage as per the Company policy.
- f. All other payments in the nature of perquisites and allowances agreed by the Board of Directors from time to time.
- g. The Executive Director and CFO shall not be entitled to any sitting fees for attending meeting of the Board and committee thereof.
- h. For the purpose of calculating the above ceiling, perquisites, shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

The Services of Mr. C. M. Gaonkar, Executive Director & CFO can be terminated by Three months notice in writing from either side or 3 (Three) months Salary and Perquisites in lieu thereof, as may be decided by the Board of Directors. Any subsequent increase in the remuneration will be at the discretion of the Board of Directors of the Company.

**"RESOLVED FURTHER THAT** subject to the approval of the Central Government, if applicable, the remuneration as set out above be paid to the Executive Director & CFO as minimum remuneration in the event of absence or inadequacy of profits in any financial year during tenure of the Executive Director."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary any of the terms and conditions relating to the appointment and remuneration payable to Mr. C. M. Gaonkar including change in designation".

Dated: May 28, 2010.

By order of the Board

Registered office;  
L-5, Verna Electronic City,  
Verna Plateau, Verna, Goa – 403722.

**Shrinivas Adkesar**  
Company Secretary

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.  
THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special businesses as set out in the notice is annexed hereto.
3. The Register of members and the Share transfer register will remain closed for a period of 7 days from Friday, the August 13, 2010 to Thursday, the August 19, 2010 (both days inclusive) for the purpose of payment of dividend declared by the board on May 28, 2010.  
The dividend recommended by the Board, if approved by the shareholders at the 2nd Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
4. There are no dividends remain unclaimed for a period of 7 years for the year ended 31st March 2010 and hence no unclaimed dividend due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
5. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 5 days before the meeting, so that the information can be compiled in advance.

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

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 28th May 2010 and shall be taken as forming part of the notice.

### **Item No. 5**

Mr. Satish Godbole was appointed as an Additional Director of the Company effective from March 23, 2010 and holds office upto the date of this Annual General Meeting of the Company, in terms of section 260 of the Companies Act, 1956.

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

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

None of the directors except Mr. Satish Godbole is deemed to be interested or concerned in the resolution.

### **Item No. 6 & 7**

Mr. C. M Gaonkar was appointed as an Additional Director of the Company effective from 28th January 2010 and holds office upto the date of this Annual General Meeting of the Company, in terms of section 260 of the Companies Act, 1956.

The Board of Directors of the Company at its meeting held on 28th January 2010, has appointed Mr. C. M. Gaonkar, Chief Finance Officer of the Company as the Executive Director & Chief Finance Officer of the Company for a period of 5 (Five) years with effect from March 1, 2010, subject to the provisions of Section 269, read with section 198, 309 and Schedule XIII and other provisions of the Companies Act 1956 and approval of shareholders.

Mr. C. M. Gaonkar is a Fellow of Chartered Accountant and has a vast experience of over 25 years in Finance & Accounting. Mr. Gaonkar started his career with a reputed Chartered Accountancy firm & later on moved to Middle-East to pursue higher roles. Mr. C. M. Gaonkar joined D-Link in the year 1994 and since then he has been instrumental in the successful launch of IPO for erstwhile D-Link India in 2001.

The directors recommend the resolution as set out in item no.6 and 7 of the notice to be approved by the shareholders.

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

Dated: May 28, 2010.

By order of the Board

Registered office;  
L-5, Verna Electronic City,  
Verna Plateau, Verna, Goa – 403722.

**Shrinivas Adkesar**  
Company Secretary

## **Details of directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance to Clause 49IV(G) of the Listing Agreement)**

| Name of Director  | Mr. C. M Gaonkar  | Mr. Satish Godbole | Ms. Hui Lin |
|---|---|--------------------|-------------|
| Date of Birth   | 23/11/1958  | 04/10/1957         | 06/12/1952  |
| Date of Appointment on the Board  | 28/01/2010  | 23/03/2010         | 30/03/2009  |
| Names of other companies in which he holds directorships (excluding foreign, private and Section (25 companies) | Mercury Link Systems Ltd.<br>Dynamlink Electronics India Ltd. | Nil                | Nil         |
| Chairman / Member of the Committees of the Board of Directors of the Company                                    | Nil   | Nil                | Nil         |
| Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he is a Director.        | Nil   | Nil                | Nil         |
| Shareholding in the Company   | 77,106 Equity Shares  | 50 Equity Shares   | Nil         |



**FORM OF PROXY**

|                                   |  |
|-----------------------------------|--|
| Proxy No.                         |  |
| Ledger Folio/DP & Client ID No(s) |  |
| No. of Shares held                |  |

I/We .....of ..... Being a member/(s) of D -Link (India) Limited hereby appoint ..... of ..... as my/our proxy to vote for me/us on my/our behalf at the 2<sup>nd</sup> ANNUAL GENERAL MEETING of the Company to be held on Friday the September 3, 2010 at 11:00 a.m., and at any adjournment thereof.

Signed this ..... day of .....2010.



Signature across the revenue stamp

**NOTE :**

The Proxy Form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be member of the Company.



**ATTENDANCE SLIP**

**(To be filled in and presented at the entrance of the meeting venue)**

I hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of the Company on Friday the September 3, 2010 at 11:00 a.m., at Kesarval Garden Retreat , Kesarval, Cortalim, Verna, Salcette, Goa – 403722.

\_\_\_\_\_  
 Full Name of the \*shareholder/proxy  
 (In block letters)

\_\_\_\_\_  
 Signature of \*shareholder/proxy

\*strike out whichever is not applicable

|                                   |  |
|-----------------------------------|--|
| Ledger Folio/DP & Client ID No(s) |  |
| No. of Shares held                |  |

**Note:**

Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.

