

NOTICE

NOTICE is hereby given that the Third Annual General Meeting of the Members of M/s D-Link (India) Limited will be held on Wednesday, the 10th August, 2011 at 11.00 a.m., at Kesarval Gardens, Verna, Salcette, Goa-403722, to transact the following business:

ORDINARY BUSINESS;

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March, 2011, and the Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2011.
3. To appoint a director in place of Mr. Rajaram Ajgaonkar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Deloitte, Haskins & Sells, Chartered Accountants, the retiring Auditors of the Company, 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.

By order of the board

Mumbai
Dated, May 24, 2011

Shrinivas Adkesar
Company Secretary

Registered office:
Plot No. U2B, Verna Industrial Estate,
Verna, Goa – 403722, India.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. The Register of Members and the Share transfer register will remain closed for a period of 7 days from July 13, 2011 to July 19, 2011 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend declared by the board on May 24, 2011. The dividend recommended by the Board, if approved by the shareholders at the 3rd Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
3. There are no dividends which remain unclaimed for a period of 7 years for the year ended 31st March, 2011 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
4. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
5. 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 & Share Transfer Agent, giving reference of their Folio Number.
6. Details of directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance to Clause 49 IV (G) of the Listing Agreement)

Name of Director	Mr. Rajaram Ajgaonkar
Date of Birth	February 7, 1958
Date of appointment on the Board	March 30, 2009
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Virgo Engineers Limited
Chairman / Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil
Shareholding in the Company	Nil

By order of the board

Mumbai
Dated, May 24, 2011

Shrinivas Adkesar
Company Secretary

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