

Ref: DLK/L&S/2023-24/10-13

October 13, 2023

To,
**The Manager – Corporate
Relationship Department
BSE Limited**
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001
Security Code: BSE - 533146

To,
**The Manager - Corporate Compliance
National Stock Exchange of India
Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051.
Symbol: NSE - DLINKINDIA

Sub: Submission of Report on Corporate Governance

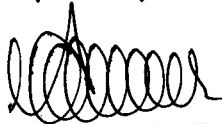
Dear Sir, /Madam,

Please find enclosed herewith the Report on Corporate Governance for the quarter and half year ended September 30, 2023 in accordance with Regulation 27 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take into the record of the above.

Thanking You,

Yours faithfully,
For **D-LINK (INDIA) LIMITED**



SHRINIVAS ADIKESAR
COMPANY SECRETARY
Membership No.: ACS-20908

Encl: As Above.

ANNEXURE - I

1. Name of the Company: D-LINK (INDIA) LIMITED

2. Quarter ending on: 30th September 2023

I. Composition of Board of Directors

Title Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee) &	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure (Months)	Date of Birth	No. Of directorsh ip in listed entities including this listed entity [in reference to Regulatio n 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Hung Yi Kao	08190631	Non-Executive Director- Chairman	04-08-2018	03-09- 2021	NA	-	27-12- 1977	1	-	1	-
Mr.	Tushar Sighat	ADUPS7924C/ 06984518	Managing Director & CEO	30-09-2014	13-08- 2022	NA	-	30-09- 1969	1	-	1	-
Mr.	Rajaram Ajgaonkar	AAAPA9416G /00605034	Non-Executive – Independent Director	30-03-2009	01-04- 2019	NA	54	07-02- 1958	1	1	2	1
Mr.	Satish Godbole	AADPG0590J/ 02596364	Non-Executive – Independent Director	31-03-2009	01-04- 2019	NA	54	04-10- 1957	1	1	2	1
Mr.	Mukesh Tirthdas Lulla	ADDPL1617L/ 00524435	Non-Executive Director	04-02-2016	09-09- 2023	NA	-	27-11- 1967	1	-	-	-

Mrs. Madhu Gadodia	AFLPC7453H/ 07583394	Non-Executive – Independent Director	27-08- 2021	NA	25.04 08-08- 1979	1	1	2
Whether Regular chairperson appointed								
Yes								
Whether Chairperson is related to managing director or CEO								
No								

II. Composition of Committees (Same as previous quarter)								
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation			
1. Audit Committee	Yes	Mr. Rajaram Ajgaonkar	Chairman - Non-executive/ Independent Director	31-03-2009	NA			
		Mr. Satish Godbole	Non-executive/ Independent Director	31-03-2009	NA			
		Mrs. Madhu Gadodia	Non-executive/ Independent Director	02-11-2017	NA			
		Mr. Hung Yi Kao	Non-executive Director	04-08-2018	NA			
2. Nomination & Remuneration Committee	Yes	Mr. Satish Godbole	Chairman - Non-executive/ Independent Director	24-05-2011	NA			
		Mr. Rajaram Ajgaonkar	Non-executive/ Independent Director	26-08-2011	NA			
		Mrs. Madhu Gadodia	Non-executive/ Independent Director	02-11-2017	NA			
		Mr. Hung Yi Kao	Non-executive Director	04-08-2018	NA			
3. Stakeholders Relationship Committee	Yes	Mr. Satish Godbole	Chairman - Non-executive/ Independent Director	23-03-2010	NA			
		Mr. Rajaram Ajgaonkar	Non-executive/ Independent Director	23-03-2010	NA			
		Mr. Tushar Sighat	Managing Director & CEO	02-11-2017	NA			
		Mrs. Madhu Gadodia	Non-executive/ Independent Director	02-11-2017	NA			

4. Corporate Social Responsibility Committee	Yes	Mr. Tushar Sighat	Chairman-Managing Director & CEO	02-11-2017	NA
		Mr. Rajaram Ajgaonkar	Non-executive/ Independent Director	19-05-2014	NA
		Mr. Satish Godbole	Non-executive/ Independent Director	19-05-2014	NA
		Mrs. Madhu Gadodia	Non-executive/ Independent Director	02-11-2017	NA
		Mr. Mukesh Lulla	Non-executive Director	29-05-2018	NA
5. Risk Management Committee	Yes	Mr. Tushar Sighat	Managing Director & CEO	29-05-2021	NA
		Mr. Mukesh Lulla	Non-executive Director	29-05-2021	NA
		Mr. Rajaram Ajgaonkar	Non-executive/ Independent Director	29-05-2021	NA
		Mr. Hung Yi Kao	Non-executive Director	29-05-2021	NA

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors' present	Maximum gap between any two consecutive (in number of days)
06-05-2023		Yes	6	3	
	11-07-2023	Yes	6	3	65
	29-07-2023	Yes	6	3	17

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors' present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
29-07-2023 (Audit Committee)	Yes	4	3	06-05-2023 (Audit Committee)	83
29-07-2023 (Corporate Social Responsibility)	Yes	5	3	06-05-2023 (Corporate Social Responsibility)	83

10

Committee)					Committee)	
09-09-2023 (Corporate Social Responsibility Committee)	Yes	5	3	29-07-2023 (Corporate Social Responsibility Committee)	41	
11-07-2023 (Nomination and remuneration committee)	Yes	4	3	06-05-2023 (Nomination and remuneration committee)	65	
29-07-2023 (Nomination and remuneration committee)	Yes	4	3	11-07-2023 (Nomination and remuneration committee)	17	
NA	Yes	4	3	06-05-2023 (Stakeholders Relationship Committee)	NA	
NA	Yes	4	1	06-05-2023 (Risk Management Committee)	NA	

V. Related Party Transactions		Compliance status (Yes/No/NA) refer note below
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
Note:		
1. The Audit Committee has granted prior approval, for all the related party transactions that has taken place during the quarter.		
2. All the material related party transactions are continuous and repetitive in nature and the shareholders have duly approved the same.		

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
a. Audit Committee	
b. Nomination & remuneration committee	

- c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 1000 listed entities) ¹
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - *The report of the previous quarter ended 30th June 2023 was placed before the Board at its meeting held on 29th July 2023; the Directors have duly taken note of the same and no additional comments/observations were made by them.*

For **D-LINK (INDIA) LIMITED**



SHRINIVAS ADIKESAR
COMPANY SECRETARY

Date: October 13, 2023

¹ The Company is not in the list of top 1000 listed entities on basis of market capitalization for the financial year (s) ended March 31, 2022 and March 31, 2023. The Company has formed Risk Management Committee on voluntary basis.

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes

For D-LINK (INDIA) LIMITED



SHRINIVAS ADIKESAR
COMPANY SECRETARY

Date: October 13, 2023

Corporate Governance Report for the Half year ending: 30th September 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort, letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (Cash, Shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or	Nil	Nil	Nil

any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For D-LINK (INDIA) LIMITED



VINAY JOSHI
CHIEF FINANCIAL OFFICER

Date: October 12, 2023