D-Link®
Building Networks for People

D-Link (India) Limited

REF: DLK/L&S/2020-21/8-12

Date: August 31, 2020

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: Notice of the 12th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice and the Explanatory Statement of the 12th Annual General Meeting of the Company scheduled to be held on Friday, September 25, 2020 at 11.00 a.m. (IST) through Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2019-20.

The Annual Report for FY 2019-20 is available on the website of the Company at www.dlink.co.in

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking You,

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

SHRINIVAS ADIKESAR

Digitally signed by SHRINIVAS ADIKESAR
DN: c=IN, o=Personal, 2.5.4.20=6c4d115ac6b6ad8d1f9817f65b386d88e9e026bcb43c22bd65049260d4ec5d231, postalCode=403726, st=Goa, 2.5.4.45=0341006362393237656666465333035653162333966633332336430623865373330376164626437373436653062396438666637363630316132366664323566346263636, serialNumber=3cc0793e0adc6774ffbd65c37ea0240164db65c01fc52c051baef5eafdb469069, cn=SHRINIVAS ADIKESAR
Date: 2020.08.31 10:15:57 +05'30'

SHRINIVAS ADIKESAR
COMPANY SECRETARY

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:** www.dlink.co.in

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the 'Company') will be held on Friday, September 25, 2020 at 11:00 a.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the Financial Year ended March 31, 2020.
3. 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

SPECIAL BUSINESS:

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

To consider, and if thought fit, to pass 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, 2020 up to 1st November 2023 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 Act, the remuneration payable shall be in compliance with sub-section (3) of said Section 197 of the Act and/or any rules prescribed by the Government from time to time."

"**RESOLVED FURTHER THAT** any Director 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."

5. To consider and approve Material Related Party Transactions.

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

"**RESOLVED THAT**, pursuant to regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Company's Policy on Related Party Transactions, the consent of the members be and is hereby accorded for transaction(s) to be entered into with D-Link Corporation, its Subsidiaries including D-Link International Pte Ltd and other related parties in relation to the transaction of sale, purchase or supply of IT Networking products or materials and/ or availing or rendering of any services including payment of royalty on such terms and conditions as may be mutually agreed upon between the company and related parties for an amount not exceeding ₹1,500 crores in each financial year for the term of Five consecutive years i.e. F.Y. 2020-2021 to F.Y. 2024-2025, provided that such contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business."

"RESOLVED FURTHER THAT the Board of Directors and/or any Key Managerial Persons of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such documents and writings 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

Goa, Dated: June 27, 2020

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

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 12th AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of Members at a common venue.
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 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. Members of the Company under the category of Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Members intending to authorize their representatives to participate and vote at the meeting are requested to submit a scanned copy (PDF format) of the relevant Board Resolution / Authorization Letter, etc. together with attested specimen signature(s) of the duly authorised signatory (ies) who is/ are authorized to vote, to the Scrutiniser (cs.sbhat@gmail.com).
6. In view of relaxation given by MCA Circulars and SEBI Circular dated May 12, 2020, 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 2019-20 will also be available on the Company's website www.dlink.co.in and websites of the Stock Exchanges.

7. Members seeking any information with regard to financial statements and operations at the AGM are requested to send their queries through Email to the email ID 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.
8. The Register of Members and the Share Transfer Register will remain closed from September 12, 2020 to September 18, 2020 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 12th AGM, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
9. 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 2019-20, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2012 to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2013 will be due for transfer to Investor Education and Protection Fund on or after September 9, 2020. 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.
10. 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.
11. 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.
12. 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 3.
13. 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.

14. 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 12th 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 National Securities Depository Limited (NSDL) for facilitating e-voting.

b) The remote e-voting period commences on September 22, 2020 (9:00 am) and ends on September 24, 2020 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter. 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 Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 18, 2020.

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 of voting would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. These Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dlink.co.in 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 holds shares as of the cut-off date i.e September 18, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@kfintech.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

15 General Instructions

a) The Instructions for members for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is given below:

How to Log-in to NSDL e-Voting website?

b) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

1. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders'section.
2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
3. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow the steps mentioned below in 'Process for those shareholders whose e-mail IDs are not registered'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Click on "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick (√) on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members are encouraged to join the Meeting through Desktops or Laptops or Tablets for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Desktops or Tablets or Laptop 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.
6. Members can join the AGM in VC/OAVM mode, between 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in this notice.
7. The facility for participation in the AGM through VC/OAVM will be available for 1000 members on first-come-first-served basis. This will not include large shareholders (i.e shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
8. Shareholders who would like to express their views/ask questions may express the same through any of the following options –
   i. Through Registered E-Mail ID: Shareholders may send their views/questions in advance, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at shares@dlink.co.in from September 17, 2020 (09.00 AM) to September 22, 2020 (05.00 PM). Members are requested to send their e-mail with the subject titled "AGM 2020 – Expression of views/questions". The same will be replied by the Company suitably.
   ii. Being a speaker during AGM: Members may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number at shares@dlink.co.in on or before the closing business hours of September 22, 2020. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, upto 5 members, on first-come-first-served basis.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@dlink.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@dlink.co.in

ANNEXURE No. 1 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 Nos. 4 and 5 in the accompanying Notice:

Item No. 4:

Mr. Tushar Sighat was re-appointed as Managing Director & Chief Executive Officer of the Company with effect from November 2, 2017 for a period of 3 years. The Board of Director recommend renewal of his term 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 of directors in its absolute discretion from time to time subject to a ceiling of ₹600,000/- per month.
2. Other Allowances: ₹600,000/- per month with such annual increment as may be decided by the Board of directors, 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 of directors, 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 up to 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 valuated 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 Act, or any modification(s) thereto.

Mr. Sighat will continue to be a 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.

The Board recommends the Resolutions as set out in the accompanying Notice for the approval of members.

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

Item No 5:

The Company is a subsidiary of D-Link Holding Mauritius Inc. and is a part of D-Link Corporation, Taiwan. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and SAARC region. D-Link Group is a 'Related Party' as defined in Regulation 2(zb) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Further, as a part of its regular business, the Company in the ordinary course of its business, imports various D-Link branded networking products from D-Link International Pte Ltd and D-Link Corporation and its subsidiaries ('D-Link group').

In terms of Regulation 23 of the SEBI Regulations, the transactions with D-Link group had exceeded 10% of the annual turnover of the Company as per the last audited financial statements of the Company and therefore exceeded the materiality threshold as prescribed under the SEBI Regulations.

Pursuant to SEBI Regulations, these transactions would require the approval of the Members by way of an Ordinary Resolution. The Audit Committee and Board of Directors of the Company reviewed the on-going transactions which are repetitive in nature and proposed the same to be placed before the Members for their approval.

The Company has entered into License Agreement for 10 years, effective January 1, 2020 with D-Link Corporation. Under the said agreement, D-Link Corporation has granted an exclusive right and license to use, manufacture, have manufactured from the third party, sell, distribute, the Licensed Products in India. In consideration of the rights granted, the Company to pay royalty of 1.5% on the total sales of licensed products or total revenue from the Licensed Products bearing the Trademarks which are procured from third party manufacturer/ vendor and not from the Licensor and the Royalty % can be revised from time to time.

The payments made to related party with respect to Brand usage shall be within the stipulated threshold under the SEBI Regulations.

The Company expects further growth in similar transactions with D-Link Group in the course of the financial year ending March 31, 2021, which are also likely to be "material transactions". Hence approval of the members is sought to the material related party transactions entered into for the financial year ended March 31, 2021 and to the similar transactions proposed to be entered into by the Company with D-Link Group in the future. The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business expectations and abundant precaution.

The relevant information is as follows;

Sr. No.	Particulars	
1	Name of the related parties	- D-Link Corporation, Taiwan and its Subsidiaries - D-Link International Pte. Ltd.
2	Name of the director or key managerial personnel who is related, if any	Mr. Hung-Yi Kao
3	Nature of relationship	D-Link Corporation is ultimate Holding Company. D-Link International Pte Ltd is a fellow subsidiary.
4	Nature of the contract or arrangement	Transaction of sale, purchase or supply of Networking Products or materials and/ or availing or rendering of any services, payment of royalty for use of brand name to be determined on arm's lengths basis and in the ordinary course of the Company's business from time to time.
5	Material Terms particulars of the contract or arrangement.	Arrangement by the Company with D-Link Group in this regard and the material terms are: a) Credit terms between 45 day to 75 days from the date of invoice; b) Warranty for the products for a period of 1 year to 3 years for the product specifications; and c) Providing of ERP and IT Support Services. d) Payment of license fees for use of trademark.
6	Monetary value	Up to Rs.1,500 crores in each financial year.
7	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 of the networking products dealt by the Company are imported from D-Link group companies at Arms Length Price. The Board is of the opinion that the above transactions are in the best interests of the Company.

The transactions entered with related party are on-going, repetitive, in the ordinary course of business and are at arm's length. However, pursuant to SEBI Regulations 2015, the Company proposes to seek approval of such related party transactions, both existing and proposed to be entered into by the Company with related parties. The Board has approved the said transactions with related parties and recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Mr. Hung-Yi Kao – Chairman of the Company may be deemed to be interested in the above special resolution by virtue of his holding employment positions 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 set out at Item No.5 of the Notice.

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

Shrinivas Adikesar
Company Secretary

Goa, Dated: June 27, 2020

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

ANNEXURE No. 2 TO 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

Income Statement					(in Cr.)
	2020	2019	2018	2017	2016
Revenue	725.53	699.63	641.58	696.64	700.74
Other Income	7.71	0.92	2.19	2.15	1.39
Total Income	733.23	700.55	643.78	698.79	702.13
Expenditure	(681.05)	(662.19)	(626.96)	(673.32)	(667.11)
Interest	(0.38)	(0.09)	(0.85)	(0.51)	(0.36)
PBDT	52.18	38.36	16.82	25.47	34.66
Depreciation	(4.2)	(1)	(1.06)	(1.17)	(1.47)
PBT	47.98	37.37)	15.75	24.3	33.19
Tax	(13.9)	(13.82)	(5.33)	(8.44)	(11.69)
Net Profit	34.08	23.55	10.42	15.86	21.5

5. Foreign investments or collaborations, if any

D-Link (India) Limited is part of D-Link Corporation 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, 2020.

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 29 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 of Mr. Tushar Sighat

Income Statement					(in Cr.)
	2019-20	2018-19	2017-18	2016-17	2015-16
Salary and allowances	28,777,335	23,978,400	23,980,000	27,021,114	21,002,923
Contribution to Provident Fund	As per applicable laws and policy of the Company				
Car	For official and personal use				
Telephone, Mobile, mediclaim and other amenities	As per the Company's rule				

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 Otherways 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 in April, 2016.

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 29 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:

1. Reasons of loss or inadequate profits

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.

2. Steps taken or proposed to be taken for improvement

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 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 conscious effort to develop products/customers base in alternate market segments.

3. Expected increase in productivity and profits in measurable terms

Based on the above strategy, the Company expects to achieve improved level of turnover on account of introduction of new products in CCTV segment and Network cabling products. The Company CCTV range offers tailor made solution that feature latest technology. 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.

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

Shrinivas Adikesar
Company Secretary

Goa, Dated: June 27, 2020

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

Annexure No. 3 TO NOTICE

DETAILS OF DIRECTORS

Seeking appointment and re-appointment at the 12th Annual General Meeting (Pursuant to Regulation 36(3) of SEBI Listing Regulations 2015):

Name of Director	Mr. Mukesh Lulla	Mr. Tushar Sighat
DIN	00524435	06984518
Date of Birth	November 27, 1967	September 30, 1969
Date of Appointment	February 4, 2016	September 30, 2014
Brief Resume	Mr. Mukesh Lulla brings on the Board technical expertise in global technology marketing, business development, to shape the high-level direction of the company's technology investments. He holds a master's degree in Electrical Engineering from the University of Southern California.	Mr. Tushar Sighat brings with him vast experience and domain expertise spanning over 29 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.
Relationship between Directors, Manager and Other Key Managerial Personnel Inter-se	None	None
Names of the listed entities in which she/he holds directorships	None	None
Chairman/Member of the Committee(s) of Board of Directors of other listed entities	None	None
Shareholding in the Company	2,755,000 Equity shares	16,427 Equity shares
No of board meetings attended	Four board meetings	Five board meetings
Remuneration sought to be paid	Nil	As disclosed in explanatory statement
Period of Appointment	Liable to retirement by rotation	Three years with effect from November 2, 2020 subject to retirement by rotation.

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

Shrinivas Adikesar
Company Secretary

Goa, Dated: June 27, 2020

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