

Ref: DLK/L&S/2026-27/10-10  
October 13, 2026

To,  
**BSE Limited**  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400 001  
Scrip Code: 533146

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

**Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice, together with the explanatory statement, seeking the approval of the Members of the Company for the following resolution through remote e-voting.

| SI No. | Particulars                                                                            | Type of Resolution |
|--------|----------------------------------------------------------------------------------------|--------------------|
| 1.     | Appointment of Ms. Vaishali Prasad Koparkar (DIN: 08021957) as an Independent Director | Special            |

The Notice is being dispatched today by electronic means to all Members whose names appear in the Register of Members as on Friday, October 09, 2026, being the cut-off date fixed for the Members to cast their votes.

The calendar of the main events for the Postal Ballot is as follows:

1. Cutoff date for e-voting: October 09, 2026.
2. E-voting period starts on: October 15, 2026.
3. E-voting period ends on: November 13, 2026.
4. Date of declaration of the Postal Ballot results: on or before November 15, 2026.

A Copy of the said Notice is made available on the website of the Company at <https://investors.dlink.co.in/>, on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)

We request you to take the above information on record and treat this submission as compliance with the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,  
**For D-Link (India) Limited**

SHRINIVAS  
ADIKESAR  
Digitally signed by  
SHRINIVAS  
ADIKESAR  
Date: 2026.10.13  
15:09:40 +05'30'

Shrinivas Adikesar  
Company Secretary & Compliance Officer  
ICSI Membership No.: ACS-20908



## D-Link (India) Limited

CIN No.: L72900GA2008PLC005775

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

Ph. No.: 0832-2885800 E-mail: [shares@dlink.co.in](mailto:shares@dlink.co.in) Website: <https://www.dlink.com/in/en>

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.]

#### Dear Member(s)

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA"), read together with the previous circulars issued by the MCA in this regard and other relevant circulars issued from time to time (collectively, "MCA Circulars"); Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India; and other applicable laws, notifications and regulations, as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force.

The Members of D-Link (India) Limited (the "Company") are requested to consider and approve the item of special business set out in this Postal Ballot Notice through remote e-voting, i.e., voting by electronic means.

| Sl. No. | Particulars                                                                            |
|---------|----------------------------------------------------------------------------------------|
| 1.      | Appointment of Ms. Vaishali Prasad Koparkar (DIN: 08021957) as an Independent Director |

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed to this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations, SS-2 and pursuant to provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only through remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The Company has engaged KFin Technologies Limited ('KFIN'), an Authorised Agency, to provide a remote e-voting facility to its members. The procedure for remote e-voting is provided in notes to this Postal Ballot Notice.

In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by e-mail only to those members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/dissent of the members will take place only through the remote e-voting system. Hence, the hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope is not being sent to the Members. Further, those Members who have not yet registered their e-mail address are requested to register the same. Members who have already registered their e-mail address are requested to keep their e-mail address validated with the Company/Registrar and Transfer Agents (RTA)/ Depository Participants to enable the servicing of documents electronically through their e-mail address.

The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary, Panaji (Membership No. 10454; Certificate of Practice No. 7853), as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman. The results will be announced within 48 hours after the conclusion of the e-voting period, i.e., on or before 5:00 p.m. IST on November 15, 2026. The Company will display the results on the notice board at its Registered Office and on its website and will also intimate the stock exchanges.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

|                                          |                            |
|------------------------------------------|----------------------------|
| Commencement of the e-voting period      | Thursday, October 15, 2026 |
| Conclusion of the e-voting period        | Friday, November 13, 2026  |
| The cut-off date for eligibility to vote | Friday, October 9, 2026    |

## Special Business:

### Resolution No. 1: Appointment of Ms. Vaishali Prasad Koparkar 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 SEBI (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. Vaishali Prasad Koparkar (DIN: 08021957)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 26, 2026 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 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 for a period of 5 (five) years, i.e. till August 25, 2031, and that she shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Vaishali Prasad Koparkar shall be entitled to receive the remuneration, fees, commission and re-imbursement of such expenses as permitted to be received in the capacity of Independent Director under the Act and the SEBI 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 in this connection 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.”

#### Registered Office:

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

Verna, Goa, August 24, 2026

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

**Shrinivas Adikesar**  
Company Secretary & Compliance Officer  
M. No. ACS 20908

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice. Details in terms of Regulation 36(3) of the Listing Regulations form part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars and the Listing Regulations, the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent by email to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 9 October, 2026, (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("RTA/KFIN").
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically.
4. The Members who have not registered their e-mail addresses and in consequence the evoting notice could not be serviced, may get their e-mail address registered with the Company's RTA by sending an email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
5. The remote e-voting period will commence at 9:00 a.m. IST on Thursday, October 15, 2026 and will end at 5:00 p.m. IST on Friday, November 13, 2026. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 9 October, 2026, shall be entitled to vote on the resolutions electronically. The e-voting facility will be disabled by KFin at 5.00 p.m. IST on November 13, 2026, and will be disallowed thereafter..
6. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In the case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote.
7. The proposed resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on the last date of e-voting i.e. Friday, November 13, 2026. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
8. All the documents referred to in the explanatory statement will be available for inspection on all working days from the date of dispatch until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [shares@mlink.co.in](mailto:shares@mlink.co.in).
9. This Notice shall also be available on the website of the Company at <https://www.dlink.com/in/en>, and on the website of KFin Technologies Limited <https://evoting.kfintech.com> and also on the Stock Exchanges (the "NSE & BSE") websites, i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Further, the results of the postal ballot along with the Scrutinizer's Report will be declared on or before November 15, 2026, and displayed on the notice board at the registered office and also on the website of the Company and exchanges.
10. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://www.dlink.com/in/en> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
11. Members who became shareholders on or before the cut-off date, Friday, October 9, 2026, and whose email addresses are not registered, as well as Members with general queries relating to e-voting, may obtain their User ID and password by writing to KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or by visiting the Help and FAQs section at <https://evoting.kfintech.com>.
12. For further assistance, you may contact Toll-Free: 1800-309-4001 / 1800-4001, Fax: +91 40 2300 1153, Email: [arun.kasturi@kfintech.com](mailto:arun.kasturi@kfintech.com) at [Unit: D-Link (India) Limited] Kfin Technologies Limited, Kfintech Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Once credentials are received, members can refer to the "Procedure for e-voting" section of this notice to cast their vote.
13. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

14. The details of the process and manner for e-voting are explained hereinbelow:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in order to increase the efficiency of the voting process. 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 in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual shareholders holding securities in demat mode with NSDL | <p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Open web browser and type the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section.</li> <li>A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page.</li> <li>Click on options available against Company name or e-voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol>                                                                |
|                                                                    | <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|                                                                    | <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “<b>Login</b>” icon, available under the “<b>Shareholder/Member</b>” section.</li> <li>A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>Click on options available against Company name or e-voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol> |
|                                                                    | <p><b>D. NSDL Speede</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>                                                                                                                                                                                         |

|                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in dematmode with CDSL                                         | <p><b>A. Existing users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi</li> <li>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>3. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on <b>KFintech</b> to cast your vote.</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/Easiest is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail ID as recorded in the demat Account.</li> <li>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., <b>KFintech</b>.</li> </ol> |
| Individual Shareholders (holding securities in dematmode) logging through their depository participant(s) | <ol style="list-style-type: none"> <li>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</li> <li>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on option available against Company name or e-voting service provider- <b>KFintech</b> and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:**

| Members facing any technical issue - NSDL                                                                                                                                                                              | Members facing any technical issue – CDSL                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33 |

- II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode
- a) Initial password is provided in the body of the e-mail.
  - b) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c) Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - d) After entering the details, click on LOGIN.
  - e) You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f) You need to login again with the new credentials.
  - g) On successful login, the system will prompt you to select the EVENT, i.e., 10264- D-Link (India)Limited - Postal Ballot and click on "Submit"
  - h) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
  - i) Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
  - j) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
  - k) Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) marking copy to [investors@in.dlink.com](mailto:investors@in.dlink.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com); and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'D-Link \_EVENT No 10264.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

## EXPLANATORY STATEMENT

(Pursuant to sections 102(1) and 110 of the Companies Act, 2013)

### Resolution No. 1

The Board of Directors, at their meeting held on August 24, 2026, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Ms. Vaishali Prasad Koparkar (DIN: 08021957) as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) years, with effect from August 26, 2026 to August 25, 2031, subject to the approval of the shareholders through a special resolution.

In the opinion of the Board, Ms. Vaishali Prasad Koparkar is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the 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 in the opinion of the Board of Directors, she is independent of management. The Board was satisfied that the appointment is justified considering her knowledge and expertise in the fields of Finance, Legal, Compliance, Cost Management, Risk Management, Industry, Business etc.

Ms. Vaishali Prasad Koparkar has given her consent to act as the Director of the Company. Also, as per the confirmations received from her, 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.

Pursuant to Section 149(13), read with the explanation to Section 152(6) of the Act, Ms. Vaishali Prasad Koparkar, during her tenure as an Independent Director, shall not be liable to retire 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. Koparkar as a Director.

#### **Brief Resume of Ms. Vaishali Prasad Koparkar.**

Ms. Vaishali Koparkar is a finance professional with over 36 years of experience in financial reporting and planning, working capital management, indirect taxation, risk management, internal controls, digital transformation, management of business partnerships and financial strategy. She served in Larsen & Toubro Ltd as Head of Finance and Accounts across high growth business verticals and in leadership role in Group Corporate function. She served as a director on the boards of various L&T group companies. She also had enriching career in Indian Oil Corporation Ltd / IBP Co Limited and Aneja Associates. She is a Chartered Accountant from ICAI, B.Com from University of Mumbai and a Chartered Management Accountant from CIMA, London, UK.

The disclosures required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are set out in Annexure 1 to this Notice.

The Board of Directors recommends the Special Resolution for approval by the Members. Except for Ms. Vaishali Prasad Koparkar, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested in Resolution No. 1 set out in this Notice.

#### **Registered Office:**

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

Verna, Goa, August 24, 2026

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

**Shrinivas Adikesar**  
Company Secretary & Compliance Officer  
M. No. ACS 20908

## Annexure-1

### Details of Director seeking appointment as Director of the Company.

Disclosures, as required under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

|                                                                                             |                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                 | Ms. Vaishali Prasad Koparkar                                                                                                                                        |
| <b>Directors Identification Number</b>                                                      | 08021957                                                                                                                                                            |
| <b>Date of Birth (Age)</b>                                                                  | September 13, 1966                                                                                                                                                  |
| <b>Nationality</b>                                                                          | Indian                                                                                                                                                              |
| <b>Date of Appointment</b>                                                                  | August 26, 2026                                                                                                                                                     |
| <b>Designation/category of the Director</b>                                                 | Independent Director                                                                                                                                                |
| <b>Qualification</b>                                                                        | Chartered Accountant from ICAI, and Chartered Management Accountant from CIMA, London, UK                                                                           |
| <b>Nature of expertise, functional areas, Skills, capabilities, and Brief Resume etc.</b>   | As per the resolution no. 1 of this notice read with the explanatory statement thereto                                                                              |
| <b>Name of other companies in which holds directorship</b>                                  | Nil                                                                                                                                                                 |
| <b>Name of the companies in the committees which also hold membership/ chairmanship</b>     | Not Applicable                                                                                                                                                      |
| <b>Names of listed companies from which resigned/ceased in the past three years.</b>        | Not Applicable                                                                                                                                                      |
| <b>Terms and conditions for appointment and reappointment</b>                               | Appointment as an Independent Director for the first term of five consecutive years                                                                                 |
| <b>Remuneration last drawn</b>                                                              | Not Applicable                                                                                                                                                      |
| <b>Remuneration proposed to be paid</b>                                                     | Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees as approved by the Board. |
| <b>Shareholding in the Company</b>                                                          | Nil                                                                                                                                                                 |
| <b>Relationship with other directors, Managers, Key Managerial Personnel of the Company</b> | None                                                                                                                                                                |
| <b>No. of Board meetings attended during the year</b>                                       | NA                                                                                                                                                                  |