



Building Networks for People

D-Link (India) Limited

Registered Office: L-5, Verna Electronic City, Verna Plateau, Verna, Goa-403722.

POSTAL BALLOT

(Notice pursuant to Section 192A of the Companies Act, 1956.)

Dear Member (s)

Notice is hereby given to the members, pursuant to Section 192A, of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2001, (including any statutory modification or re-enactment thereof for the time being thereof) for seeking approval of the members for alteration/ amending of main Object Clause of the Memorandum of Association pursuant to section 17 of the Companies Act, 1956 by way of Special Resolution. The draft Resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 are appended below for consideration of the members. The Postal Ballot form for exercising your vote is also annexed to this notice.

The Board of Directors of the Company has appointed Mr. Shivaram Bhat, a Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly complete, in the attached self addressed postage prepaid envelop, so as to reach the Scrutinizer on or before Monday the December 20, 2010. The Scrutinizer will submit his report to the Managing Director / Executive Director & Chief Financial Officer after completion of the scrutiny of Postal Ballot Forms and the result of the voting by the postal ballot will be declared on Tuesday the December 21, 2010, at the registered office of the Company at Verna - Goa or at the Corporate office at Mumbai. The date of declaration of the result shall be deemed to be the date of passing the said resolution.

Draft Resolution:

Alteration of Clause No. III A.(1) of Object Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of section 17 and other applicable provisions, if any, of The Companies Act, 1956, (including statutory modification(s) or re-enactment thereof for the time being in force) the clause no. III A.(1) of the Memorandum of Association of the Company be altered/amended by inserting the words "passive networking copper and fiber structured cabling products" in line no.2 immediately after the words "active networking products of computers" under the heading III'A. (1). THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and the altered clause to be read as set out below:

"A. (1) To carry on the business as manufacturers, importers, exporters and dealers of network products and selling and marketing of active networking products of computers, *passive networking copper and fiber structured cabling products*, computer components, peripherals, computer parts of special application as an ancillary to all computer parts of special application as an ancillary to all the computer industry and to undertake installation, maintenance, servicing, hiring out of all kinds of Information Technology networking products computers, computer spare parts, all kinds of electronic equipments, including electronic data processing equipments, and to engage in computer hardware, software system and such other activity connected with the computers and electronic equipment."

"RESOLVED FURTHER THAT Mr. Gary Yang, Managing Director, or Mr. C. M. Gaonkar, Executive Director & CFO or Mr. Shrinivas Adkesar, Company Secretary of the Company be and are hereby authorized by the Company to undertake such acts, deeds and matters, as they may in their absolute discretion deem necessary, proper or desirable for modification to the above mentioned object clause and settle any questions, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrars of Companies and the Stock Exchanges, that may be required to give effect to the alteration of the Memorandum of Association in accordance with this resolution."

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

Date: 28th October, 2010

Place: Mumbai

Shrinivas Adkesar
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 173(2) and 192A of the Companies Act, 1956, in respect of the business set out above is annexed hereto.
2. Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 the assent or dissent of the Members in respect of the resolution under Postal Ballot Notice dated October 28, 2010 shall be determined through Postal Ballot.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A
OF THE COMPANIES ACT, 1956.**

The Company is presently engaged in Marketing and distribution of 'D-Link' Branded Active Networking and Internetworking products. It is now proposed to introduce Passive Networking Products like copper and fiber structured cabling products. With a view to enlarge the scope of current business activities carried on by the Company, it is desirable for the Company to broad base the main objects within the ambit of business activities as it would be beneficial and in the interest of the Company. The alteration in Object Clause III of the Memorandum of Association will facilitate further expansion of the existing operations of the Company. This will enable the Company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

Pursuant to the provisions of Section 17 and section 192A of the Companies Act 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent of the members is proposed to be obtained for the said alteration of the main object of the Memorandum of Association of the Company through Postal Ballot.

In view of the above, the Board recommends passing of the Special Resolution.

None of the Directors of your Company are concerned or interested in this Resolution.

**By Order of the Board,
For D-Link (India) Limited**

Date: 28th October, 2010
Place: Mumbai

Shrinivas Adkesar
Company Secretary