

August 12, 2011

To,
Mr. Hari K.
Vice President
National Stock Exchange of India Ltd
"Exchange Plaza", Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051.

Sub: Submission of Proceedings of the Annual General Meeting.

Dear Sir,

Pursuant to Clause 31 (d) of the Listing Agreement, enclosed please find the certified true copy of the Proceedings of the Third Annual General Meeting of the Company held on August 10, 2011.

Kindly acknowledge the same

Thanking You.

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



SHRINIVAS ADKESAR
COMPANY SECRETARY

PROCEEDINGS OF THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. D-LINK (INDIA) LIMITED HELD AT KESARVAL GARDENS, VERNA, SALCETTE, GOA – 403722, ON WEDNESDAY, THE 10TH AUGUST 2011 AT 11.00 A.M.

The following Directors were present:

- | | | |
|----|-----------------------|----------------------------|
| 1. | Mr. A. P. Chen | - Non Executive Chairman |
| 2. | Mr. Gary Yang | - Managing Director |
| 3. | Mr. C. M. Gaonkar | - Executive Director & CFO |
| 4. | Mr. Satish Godbole | - Director |
| 5. | Mr. Rajaram Ajgaonkar | - Director |
| 6. | Mr. Anil Bakshi | - Alternate Director |

In Attendance:

Mr. Shrinivas Adkesar - Company Secretary

Mr. A.P. Chen took the Chair.

The Company Secretary announced that the requisite quorum is present and the formal proceedings of the meeting could commence and thereafter, the Chairman called the meeting to order.

The Chairman welcomed the Members to the 3rd Annual General Meeting. The Chairman informed the Members that registers and books as required under the Companies Act, 1956 have been placed on the table and shall remain open and available for inspection during the meeting. The Chairman also informed that, the company received total six proxies representing 5,308 Equity Shares.

The Company Secretary, Mr. Shrinivas Adkesar read the Auditor's Report on the financial statements of the Company for the year ended 31st March 2011.

The Chairman delivered the speech and briefed about the performance of the Company during the last fiscal year.

The Meeting thereafter proceeded to transact the scheduled business as per the items specified in the notice of the Meeting.

ITEM NO. 1: ADOPTION OF ACCOUNTS.

The audited Annual Report together with the schedules and other relevant information was placed before the Members for their adoption and approval. The Members considered the Profit and Loss Account for the year ended 31st March 2011 and Balance Sheet as on that date together with schedules thereto and the Auditors' Report thereon and Directors' Report attached thereto.

In this respect a resolution was put forward by the Chairman and accordingly, Miss. Urjita Damle proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March 2011 and the Profit and Loss Account for the financial year ended on that date and notes and schedules thereto and the Reports of Auditors and Directors thereon submitted to this meeting be and are hereby approved and adopted.”



The above resolution was seconded by Mr. Vinay Joshi.

The Chairman invited queries from the members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 2: DECLARATION OF DIVIDEND.

The matter concerning declaration of Dividend was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vinodkumar Aigal proposed that the following resolution be passed as an ordinary resolution:

“RESOLVED THAT as recommended by the Board of Directors a dividend of Rs.0.30/- per Equity Share for the Financial year ended 31st March 2011 be and is hereby declared and distributed amongst the Equity Shareholders whose names appear on the Register of Members of the Company as on the Record Date.

The above resolution was seconded by Miss Asmeeta Matondkar.

The Chairman invited queries from the members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR:

The matter concerning reappointment of Mr. Rajaram Ajgaonkar was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Dilesh Acharya proposed the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT Mr. Rajaram Ajgaonkar, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the company.”

The above resolution was seconded by Mr. Shailesh Pednekar.

The Chairman invited queries from the members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 4: RE-APPOINTMENT OF AUDITOR.

The matter concerning reappointment of Statutory Auditors was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Deepak Chodankar proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 224 of the Companies Act, 1956 M/s. Deloitte Haskins and Sells, Chartered Accountants having registration number 117366W, the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be fixed by the Board from time to time.”

The above resolution was seconded by Miss. Tracy Sequeira.

The chairman than put the resolution to vote and on show of hands the resolution was carried unanimously.



VOTE OF THANKS:

There being no other business to transact, Mr. Shrinivas Adkesar, Company Secretary extended a vote of thanks to the Chair. He also thanked the members for attending the meeting.

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



SHRINIVAS ADKESAR
COMPANY SECRETARY

Date: 12.08.2011
Place: Verna – Goa

