D-Link®
Building Networks for People

D-Link (India) Limited
Regd. Off.: Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of D-Link (India) Limited (the "Company") will be held on Monday, 20th day of January, 2014 at 4.00 pm, at the Hotel Kesarval Gardens, Verna, Salcette, Goa, 403 722, to transact the following special business:

1. INCREASE IN AUTHORISED SHARE CAPITAL:

a) **Increase in authorized share capital and alteration of Memorandum of Association:**

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

"RESOLVED THAT in accordance with the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 to the extent applicable, the authorised share capital of the Company be and is hereby increased from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of Rs. 2/- each to Rs. 14,00,00,000/- (Rupees Fourteen CroresOnly) divided into 7,00,00,000(Seven Crores Only) equity shares of Rs. 2/- each by creation of additional 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of Rs. 2/- each and in consequence thereof the existing Clause V of the Memorandum of Association of the Company relating to share capital be substituted with the following clause :

"The authorized share capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores Only) equity shares of Rs. 2/- (Rupees Two) each, with the rights, privileges and conditions attached thereto with the power to vary, modify or abrogate such rights, privileges and conditions as may be provided by the Articles of Association of the Company for the time being. The Board of Directors shall have the power to classify as and when required the shares as equity or preference shares and attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions and also the power to increase or reduce the capital of the Company as may be determined in accordance with the Articles of Association of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

b) **Increase in authorized share capital and alteration of Articles 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 pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 to the extent applicable the Articles of Association of the Company be and are hereby altered by substituting the existing Article 4 with the following new Article 4:

"The authorized share capital of the Company shall be 14,00,00,000 /- (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores Only) equity shares of Rs. 2/- (Rupees Two) each with the power to increase or reduce such capital from time to time in accordance with the regulations of the company and the legislative provisions for the time being in force in this behalf and with the power also to divide the shares in the capital for the time being into equity share capital and preference share capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS – CONSIDERATION OTHER THAN CASH (SHARE SWAP):

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) of the Companies Act,1956 and all other applicable provisions of the Companies Act,1956, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 to the extent applicable, and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act, 1999, Reserve Bank of India (RBI), or any other appropriate authorities, institutions and bodies, enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the stock exchanges, where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board(FIPB), Central Government, Registrar of Companies and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent, authority and approval of the members of the Company be and is hereby accorded to offer, issue and allot 5,500,000 equity shares of face value of Rs. 2/- each of the Company fully paid up by way of preferential allotment to the below mentioned shareholders and promoters of Team F1 Networks Private Limited holding 10,499# fully paid-up equity shares of Team F1 Networks Private Limited, at such price (including premium) being not less than the price determined in accordance with SEBI ICDR Regulations, on preferential allotment basis for consideration other than cash by way of swap of shares of the Company, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulationson such terms and conditions as the Board may think fit.

Name of Shareholder	Number of equity shares of TeamF1 Networks Private Limited proposed to be transferred to D-Link (India) Limited	Number of equity shares of D-Link (India) Limited (proposed to be allotted)	Post allotment shareholding percentage in D-Link (India) Limited*
Mr. Mukesh Tirthdas Lulla#	4,999	26,18,773	7.38
Mr. Vinai Kolli	4,800	25,14,525	7.08
Mr. K. Prasanna Kumar	500	2,61,930	0.74
Ms. Veenarao Kolli	100	52,386	0.15
Mr. Ramalingeswararao Kolli	100	52,386	0.15
Total holding#	**10,499**	**5,500,000**	**15.49**

**Percentage of shareholding has been calculated on the basis of fully expanded equity share capital.*

 # Mr. MukeshTirthdas Lulla holds 5,000 equity shares in TeamF1 Networks Private Limited, out of which the Company proposes to acquire 4,999 equity shares. The total outstanding equity shares of TeamF1 Networks Private Limited are 10,500.

"RESOLVED FURTHER THAT the "Relevant Date" for preferential issue, for the purpose of determining issue price is December 20, 2013. The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on January 20, 2014. As the 30th day prior to date of the proposed Extraordinary General Meeting falls on a weekend, the day preceding the weekend will, as per the SEBI ICDR Regulations, be reckoned to be the relevant date. Thus, the Relevant Date for the purposes of calculating the price of Issue Shares is December 20, 2013.

"RESOLVED FURTHER THAT the issue of equity shares shall be subject to the following terms and conditions:

a. The equity shares shall be allotted within a period of 15 days from the date of shareholders approval on the preferential issue of equity shares provided that where the allotment of the said equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval;

b. The equity shares allotted will be subject to lock-in for a period of 1 year from the date of trading approval;

c. The equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu with the existing equity shares of the Company in all respects.

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable for such purpose, including without limitation, issuing clarifications, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of equity shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of equity shares and to pay any fees, remuneration, expenses relating thereto, and with power to settle all questions, difficulties or doubts that may arise in regard to such issue(s), allotment(s) and listing as it may, in its absolute discretion, deem fit".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or any other Officer or Officers of the Company".

"RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and they are hereby approved and confirmed in all respects".

3. RAISING OF FUNDS BY WAY OF RIGHTS ISSUE:

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

"RESOLVED THAT pursuant to the provisions of Section 81 and 81(1A) of the Companies Act, 1956 and all other applicable provisions of the Companies Act, 1956, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies Act, 2013 to the extent applicable and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subject to other applicable rules, regulations and guidelines issued by Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Foreign Investment promotion Board ("**FIPB**"), Central Government, and any other appropriate authorities, institutions or bodies, enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**") and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) the consent, authority and approval of the members of the Company be and is hereby accorded to create, offer and issue, equity shares of the Company of face value of Rs. 2/- each ("**Equity Share**(s)") for cash for a sum not exceeding Rs. 60 crores (Rupees sixty crores only) on a rights basis ("**Rights Issue**"), on such terms and conditions and in such ratio as the Board may in its absolute discretion think fit, to the persons whose names appear on the Register of Members of the Company or on the list of register of Beneficial Owners of the Company maintained by the Depositories (collectively, the "**Eligible Equity Shareholders**") as at the end of business hours on the "Record Date" (to be fixed for such purpose by the Board) or to such person or persons who may or may not be shareholders of the Company in whose favour (in full or in part), the rights may be renounced by respective shareholders on such terms and conditions, as the Board may in its absolute discretion think fit, in consultation with the lead managers to the Rights Issue ("**Lead Managers**") and/or such other persons as it may think fit, at such price as may be determined by the Board in consultation with the Lead Managers, and to list the Equity Shares allotted pursuant to the Rights Issue on the Stock Exchanges on such terms and conditions as may be mentioned in the Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and Composite Application Forms (collectively, the "**Issue Documents**").

"RESOLVED FURTHER THAT the Rights Issue shall be subject to the following terms and conditions:

1. Equity Shares shall be issued to all persons (as per their entitlements) who hold Equity Shares of the Company on the Record Date, as decided by the Board.;

2. The monies to be called for, from the Eligible Equity Shareholders and renouncees, for the issue and allotment of Equity Shares shall be in such a manner as the Board may determine in its own discretion. Further, the Board shall ensure that the full amount payable in the Rights Issue is called within twelve months from the date of allotment in the Rights Issue;

3. Every Eligible Equity Shareholder shall have a right to renounce their rights entitlement being offered, in favour of any other person(s). Every Eligible Equity Shareholder(s), including a renouncee(s) shall be entitled to apply for additional Equity Shares and allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchanges;

4. The Equity Shares issued pursuant to the Rights Issue shall rank paripassu with the existing equity shares of the Company in all respects;

5. The issue of Equity Shares in favour of persons/entities resident outside India shall be subject to approvals of the RBI/FIPB, to the extent required, pursuant to the provisions of FEMA and rules/regulations/ notifications there under;

6. The Equity Shares shall be issued on such other terms and conditions as the Board may determine and as may be mentioned in the Issue Documents to be issued by the Company in respect of the Rights Issue and the Board be and is hereby authorized to finalize the same;

7. Treatment of fractional entitlements will be finalized in consultation with Stock Exchanges and as disclosed in the Issue Documents.

"RESOLVED FURTHER THAT, for the purpose of giving effect to the Rights Issue, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to, either by itself or through a special committee of the Board, under the name and style of "Rights Issue Committee" comprising of Mr. C. M. Gaonkar, Mr. Anil Bakshi, and Mr. Satish Godbole, Directors of the Company, alongwith Mr. Shrinivas Adkesar, Company Secretary of the Company, be and is hereby authorised to do the following, if necessary:

1. to appoint and enter into arrangements with the Lead Managers, legal advisors, registrars, bankers to the issue, printers, advertising agencies and all other intermediaries and advisors necessary for the Rights Issue and to negotiate, authorise and approve fees in connection therewith;

2. to pay commission, brokerage, fees, remuneration, reimbursement of expenses and/ or any other charges to the above agencies/ persons and to give them such directions or instructions as it may deem fit from time to time;

3. to negotiate, finalise, settle and execute all necessary documents, deeds, agreements and instruments including (but not limited to) the Issue Agreement, the advertising agency agreement, the Bankers to the Issue Agreement, the Registrar Agreement and the Underwriting Agreement, if any;

4. to take necessary actions and steps for obtaining relevant approvals, consents from FIPB, SEBI, the Stock Exchanges, RBI and such other authorities as may be necessary in relation to the Rights Issue;

5. to finalise, settle, execute and deliver or arrange the delivery of the Issue Documents and other documents as may be required in relation to the Rights Issue and to file the same with SEBI, the Stock Exchanges and other concerned authorities and issue the same to the Eligible Equity Shareholders of the Company and any other person in relation to the Rights Issue;

6. to finalize, approve, adopt and execute and deliver or arrange the delivery/filing with regulatory authorities of the Issue Documents , the Bankers to the Issue Agreement and other agreements, documents, deeds, agreements and instruments as may be required or desirable in connection with the Rights Issue, including effecting changes in the offering documents and other documents as may be required by regulatory authorities or applicable laws, rules, regulations, guidelines, notifications, circulars or directions, or those required pursuant to factual changes, or otherwise so required at the discretion of the committee;

7. to approve all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued, as allowed by SEBI and such other applicable authorities and to decide on other terms and conditions of the Rights Issue;

8. to decide/ modify on the terms and conditions of the Rights Issue including but not limited to fixing the Record Date, the size of the Rights Issue, payment methods, the Rights Issue structure, the Rights Issue price and the rights entitlement ratio of Equity Shares to be issued pursuant to this Rights Issue.;

9. to make application and obtain necessary approvals and listing for Equity Shares issued in Rights Issue from the Stock Exchanges;

10. to appoint the Bankers to the Issue for the purpose of collection of application money for the proposed Rights Issue at the mandatory collection centers at the various locations in India;

11. to open bank accounts, as required with any nationalized bank/ private bank/ foreign bank for the purpose of the Right Issue;

12. to decide on the marketing strategy of the Rights Issue and the costs involved;

13. to decide date of opening and closing of the Rights Issue and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, Stock Exchanges or other authorities from time to time;

14. to do all such necessary acts, deeds including execution of agreements, applications undertaking and any other documents for listing of Equity Shares issued in the Rights Issue on the Stock Exchanges;

15. to issue and allot Equity Shares in consultation with the Lead Managers, the Registrar to the Rights Issue, the designated Stock Exchange and other Stock Exchanges where existing Equity Shares are listed and to do all necessary acts, things, execution of documents, undertaking, etc. with NSDL/ CDSL in connection with admitting of Equity Shares issued in the Rights Issue;

16. to incur necessary expenses such as fees of various agencies, filing fees, stamp duty, etc;

17. to enter the names of the allottees in the Register of Members of the Company;

18. to decide the mode and manner of allotment of Equity Shares, if not subscribed and left/ remaining after allotment of Equity Shares and additional Equity Shares applied by the Eligible Equity Shareholders and renouncees;

19. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);

20. to decide the treatment to be given to the fractional entitlement, if any, including (but not limited to) rounding upward or downwards or ignoring such fractional entitlements or issue of fractional coupons and the terms and conditions for consolidation of fractional entitlements into a whole Equity Share and application to the Company for the same as well as to decide the disposal off the Equity Shares representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole Equity Shares or treating fractional entitlement in the manner as may be approved by SEBI and the Stock Exchanges;

21. to finalise the basis of allotment of the Equity Shares in consultation with Lead Managers, the Registrar to the Issue and the designated Stock Exchange and other Stock Exchanges where the existing equity shares are listed, if necessary;

22. to take all such actions and give all such directions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise in regard to the creation, offer, issue and allotment of the Equity Shares and to do all acts, deeds, matters and things which they may in their discretion deem necessary or desirable for the purpose of the Rights Issue;

23. to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of Equity Shares;

24. to file necessary returns, make declarations/ announcements, furnish information, etc. to the concerned authorities in connection with the Rights Issue;

25. to sign and execute any other documents, agreements or undertakings in connection with the Rights Issue;
26. to take all such other steps as may be necessary in connection with this Rights Issue; and
27. to dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company.

"RESOLVED FURTHER THAT:

1. all monies received out of Rights Issue shall be transferred to separate bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013 and the Company shall have recourse to the proceeds of the Rights Issue only after the finalization of the basis of allotment;
2. the details of all monies utilised out of the Rights Issue referred to in (i) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
3. details of all unutilised monies out of the Rights Issue, if any, referred to in (i) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary or desirable for such purpose, including without limitation, the entering into arrangements for managing, marketing, listing, trading and to issue any documents and writing and to pay any fees, commission, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer (s) or issue (s) or allotment (s) as it may, in its absolute discretion, deem fit."

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

Sd/-
Shrinivas Adkesar
Company Secretary

Registered Office:

Plot no. U02B, Verna Industrial Estate,
Verna, Salcette, Goa - 403 722

Place: Mumbai
Date: December 21, 2013

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANISATION.**
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of resolutions set out hereinabove is annexed hereto and forms part of this notice.
3. For the convenience of the members and for proper conduct of the meeting, members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT TO THE SPECIAL BUSINESSES:

ITEM No. 1: INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

Your Board has been exploring various means of fund raising including raising of further capital by issuance of further equity shares to the existing shareholders of your Company in accordance with the provisions of Companies Act, 1956, Companies Act, 2013, to the extent applicable, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations") and other applicable laws. The same will help your Company to meet its objects and enhance and expand its business opportunities. To facilitate any such capital infusion through further issue of shares, the present authorized capital may need to be augmented. Hence your Board recommends increasing the existing Authorized Share Capital from present Rs. 7 Crores to Rs. 14 Crores.

Any increase in the authorized share capital of your Company would need the consent of the shareholders and the amendments in the Memorandum and Articles of Association of your Company are consequential in nature.

The Board of Directors of your Company recommends passing of both resolutions as set out at item No. 1 of the notice as special resolution.

None of the Directors, Manager, Key Managerial personnel of your Company, and any relatives of such director, manager, key managerial personnel of your Company are in any way concerned or interested in the resolutions, except to the extent of their shareholding in your Company.

ITEM No. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS – CONSIDERATION OTHER THAN CASH (SHARE SWAP):

Material Facts relating to the Preferential Issue of Equity Shares

Your Company is engaged in marketing and distribution of networking products in India and SAARC countries. To acquire majority stake (99.99%) in TeamF1 Networks Private Limited,your Company proposes to issue equity shares for consideration other than cash on a share swap basis to the shareholders of TeamF1 Networks Private Limited.

For the said purposes, the Board of Directors has approved execution of a Share Swap Agreement ('SSA') between D-Link (India) Limited, D-Link Holding Mauritius Inc, Mukesh Tirthdas Lulla, Vinai Kolli, K. Prasanna Kumar, Veenarao Kolli, Ramalingeswararao Kolli and TeamF1 Networks Private Limited. The SSA will set out various matters agreed between them including in relation to TeamF1 Networks Private Limited and its management after the acquisition of equity shares pursuant to obtaining all necessary regulatory approvals. According to the terms and conditons of the SSA it is proposed to issue 5,500,000 equity shares of your Company to the shareholders and promoters of TeamF1 Networks Private Limited. Your Board has approved the same at its meeting held on December 21, 2013. The proposed preferential issue is for consideration other than cash by way of share swap,will be subject to customary conditions including receipt of shareholders approval, compliance with the provisions

of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI ICDR Regulations**"), Listing Agreement, Memorandum and Articles of Association of your Company, other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act, 1999, Reserve Bank of India(RBI), FIPB or any other appropriate authorities, institutions and bodies.

The equity shares allotted shall rank *pari-passu* with all other equity shares of your Company in respect of all rights including dividend.Following are the details in terms of Chapter VII of the SEBI ICDR Regulations:

a) Objects of the preferential issue:

The proposed issue of 5,500,000 equity shares of Rs. 2/- each on preferential allotment basis is being made for consideration other than cash with the object of acquiring 99.99% of issued, subscribed and paid up equity share capital of TeamF1 Networks Private Limited, a company registered under the Companies Act, 1956.

Following is the share capital structure of TeamF1 Networks Private Limited as on the date of this notice:

Name of Shareholder	Nature of Shares	Number of Shares	Shareholding (%)
Mr. Mukesh Tirthdas Lulla	Equity	5,000	47.62%
Mr. Vinai Kolli	Equity	4,800	45.71%
Mr. K. Prasanna Kumar	Equity	500	4.77%
Ms. Veenarao Kolli	Equity	100	0.95%
Mr. Ramalingeswararao Kolli	Equity	100	0.95%
Total paid-up capital		**10,500**	**100.00%**

Subject to necessary statutory approvals, D-Link (India) Ltd will acquire 10,499 equity shares (99.99% shareholding) of TeamF1 Networks Private Limited from its shareholders and promoters in consideration of which a preferential allotment of 5,500,000 equity shares of D-Link (India) Ltd would be made to TeamF1 Network Private Limited's shareholders and promoters.

TeamF1 Networks Private Limited, based out of Hyderabad, is in the business of embedded software engineering and has R&D capabilities with expertise in Networking and Security. The acquisition is expected to bring in positive value to D-Link in terms of enhancing its technological as well as its research and development capabilities with access to in house customization and development of new localized products.

Type of security offered and the number of security offered;

The Company proposes to offer, issue and allot 5,500,000 equity shares of Rs. 2/- each.

Important terms and conditions:

The equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.

b) Intention of promoter/ directors/ key management personnel to subscribe to the offer

None of the present promoter, directors, key management personnel intend to subscribe to the offer.

c) Pre-issue and Post-issue Shareholding Pattern of the Company

Shareholder Category	Pre-issue		Post-issue	
	% of shareholding before the proposed preferential allotment (as on December 21, 2013)		% of shareholding after the proposed preferential allotment	
	No. of equity shares	%	No. of equity shares	%
Promoter and Promoter Group	18,114,663	60.37	18,114,663	51.02
Public (other than proposed allottees)	11,890,187	39.63	11,890,187	33.49
Public (proposed allottees)	-	-	5,500,000	15.49
Total	**30,004,850**	**100.00**	**35,504,850**	**100.00**

d) Proposed time within which the allotment shall be complete:

The equity shares shall be allotted within a period of 15 days from the date of shareholders approval on the preferential issue of equity shares provided that where the allotment of the said equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

e) Identity of the proposed allottees and percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer, consequent to the preferential issue:

Sr. No.	Name of allottees	Number of equity shares of D-Link (India) Limited (proposed to be allotted)	Post allotment shareholding percentage in D-Link (India) Limited*
i.	Mr. Mukesh Tirthdas Lulla	26,18,773	7.38%
ii.	Mr. Vinai Kolli	25,14,525	7.08%
iii.	Mr. K. Prasanna Kumar	2,61,930	0.74%
iv.	Ms. Veenarao Kolli	52,386	0.15%
v.	Mr. Ramalingeswararao Kolli	52,386	0.15%
	Total	**5,500,000**	**15.49%**

**Percentage of shareholding has been calculated on the basis of fully expanded equity share capital.*

There will be no change in control of the Company consequent to the preferential issue.

f) Pricing of the equity shares

The proposed preferential issue of 5,500,000 equity shares of Rs. 2/- each for consideration other than cash on preferential basis will be made at such price (including premium) being not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations.

The price determined in accordance with Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations is Rs. 28.48 per equity share.

Your Company has appointed SSPA & Co., Chartered Accountants for carrying out the valuation of TeamF1 Networks Private Limited, who have vide their report dated December 21, 2013, computed the equity value of TeamF1 Networks Private Limited at Rs. 17.51 crores.

Based on the above valuation report, your board of directors have decided to issue 5,500,000 equity shares at a issue price Rs. 30 per equity share(which is higher than price determined in accordance with Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations i.e. Rs. 28.48 per equity share) aggregating to Rs. 16.50 crores, which is lower than the equity value of Rs. 17.51 crorescomputed by SSPA & Co., Chartered Accountants.

g) Undertaking that the Company shall re-compute the price of the specified securities in terms of the provisions of SEBI ICDR Regulations, where it is required to do so

As the equity shares of the Company have been listed on the stock exchanges for more than six months, the conditions relating to re-computing the price and other matters connected therewith referred to in the SEBI ICDR Regulations are not applicable to the Company.

h) Undertaking that if the amount payable on account of re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee – Not applicable.

i) Lock in;

The equity shares to be allotted will be subject to lock-in for a period of 1 year from the date of trading approval.The entire pre preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of receipt of trading approval.

The allottees have confirmed to the Company that, they do not hold any shares of the Company.

j) Auditor's Certificate;

The Company is in the process of obtaining a certificate from its Statutory Auditors certifying that the issue of the equity shares is being made in accordance with requirements of SEBI ICDR Regulations. A copy of this certificate, SSA and the valuation report issued by SSPA & Co., Chartered Accountants shall be placed before the shareholders' at the extra-ordinary general meeting and the same will also be made available for inspection at the registered office of the Company during working hours between 10.00 a.m. and 5.00 p.m., except on Saturdays, Sundays and public holidays, up to the date of the EGM.

Under section 81(1A) of the Companies Act, 1956, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 1956, and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 2 of the notice as special resolution.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot equity shares to persons other than members of promoter and promoter group of the Company.

ITEM NO. 3: RAISING OF FUNDS BY WAY OF RIGHTS ISSUE:

Material Facts Relating to the Rights Issue of Equity Shares

It is proposed to raise funds by issue of equity shares on a rights basis from the existing shareholders of the Company, subject to compliances/ approval required to be obtained under applicable laws. The fund raising is required for any one or combination of the following objects:

1. Capital expenditure
2. Working Capital requirement
3. General corporate purposes

However, the Board may at its discretion utilize such funds for any other purpose as it may deem fit.

The resolution contained in the business of the notice relates to a proposal by the Company to create, offer, issue and allot equity shares for cash for a sum not exceeding Rs. 60 crores (Rupees sixty crores only) on rights basis ("Rights Issue") (in accordance with the provisions of applicable law) to the Members of the Company as on the Record Date (to be fixed for the purpose).

Accordingly, consent of the Members is being sought in accordance with Section 81, 81(1A) of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, the Companies Act, 2013, to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Listing Agreement executed by the Company with the Stock Exchanges where the Company's shares are listed, enabling provisions of the Memorandum and Articles of Association of the Company and other applicable rules, regulations and guidelines.

The Board of Directors believes that the proposed Rights Issue is in the interest of the Company and therefore recommends the resolution for your approval.

The special resolution, if passed, will have the effect of allowing the Board to proceed with the Rights Issue and allot equity shares to the existing shareholders.

None of the Directors, manager, Key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnels are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

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

Sd/-
Shrinivas Adkesar
Company Secretary

Registered Office:
Plot no. U02B, Verna Industrial Estate,
Verna, Salcette, Goa - 403 722

Place: Mumbai
Date: December 21, 2013

D-Link (India) Limited

Registered Office: Plot no. U02B, Verna Industrial Estate, Verna, Salcette, Goa - 403 722

ATTENDANCE SLIP

DP ID		Folio No.	
Client ID		No. of Shares	

Name and address of shareholder/ Proxy holder

_____

_____

_____

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday, the 20th day of January, 2014 at 4:00 pm ,at Hotel Kesarval Gardens, Verna, Salcette, Goa - 403722.

Member's / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

D-Link (India) Limited

Registered Office: Plot no. U02B, Verna Industrial Estate, Verna, Salcette, Goa - 403 722

PROXY FORM

DP ID		Folio No.	
Client ID		No. of Shares	

I / We _____ of

_____ being a Member / Members of D-Link (India) Limited hereby appoint

Mr./ Ms. _____ of _____

_____ or failing him / her Mr. / Ms._____

_____ of _____ as

my / our Proxy to attend and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, the 20th day of January, 2014 at 4:00 pm, at Hotel Kesarval Gardens, Verna, Salcette, Goa – 403722 and at any adjournment(s) thereof.

Signed this _____day of_____20__

PROXY FORM MUST REACH COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

FOR OFFICE USE ONLY

Affix Re.1/- Revenue Stamp

Signature(s)

Book Post

If undelivered please return to

D-Link (India) Limited

Registered Office:
Plot no. U02B, Verna Industrial Estate,
Verna, Salcette,
Goa - 403 722

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