D-Link®
Building Networks for People

D-Link (India) Limited

September 2, 2016

To,
The Manager – Corporate Relationship Department
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001

To,
The Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051.

Sub: Submission of Proceedings of the Eighth Annual General Meeting of the Company:
Script Code: BSE - 533146, NSE - DLINKINDIA

Dear Sir,

Pursuant to Regulation 30 read with para A of the Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the certified true copy of the Proceedings of the Eighth Annual General Meeting of the Company held on August 26, 2016.

Kindly take note of the above.

Thanking You,

Yours faithfully,
For D-LINK (INDIA) LIMITED

SHRINIVAS ADIKESAR
COMPANY SECRETARY

PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF D-LINK (INDIA) LIMITED HELD ON FRIDAY, AUGUST 26, 2016 AT 5.00 P.M. AT KESARVAL GARDENS, CORTALIM, VERNA, SALCETTE, GOA – 403722.

The following Directors were present:

1.	Mr. Douglas Hsiao	- Non-Executive Chairman
2.	Mr. Gary Yang	- Managing Director
3.	Mr. Tushar Sighat	- Executive Director & C.E.O.
4.	Mr. Mukesh Lulla	- Director
5.	Mr. Rajaram Ajgaonkar	- Director
6.	Mr. Satish Godbole	- Director
7.	Mr. Anil Bakshi	- Director

In Attendance:
Mr. Shrinivas Adikesar - Company Secretary

Statutory Auditors:
Mr. Rakesh Sharma - M/s Deloitte, Haskins & Sells LLP
Mr. Abhay Fadte - M/s Deloitte, Haskins & Sells LLP

Members Present:
41 members were present in person including representative of the body corporate and 6 members were present through proxies at the meeting.

Mr. Douglas Hsiao, Non-Executive Chairman 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 8th Annual General Meeting. The Chairman informed the Members that Registers and Books as required under the Companies Act, 2013 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 a total number of 6 proxies representing 22,38,506 Equity Shares.

The Chairman further informed that Mr. Rajaram Ajgaonkar - Chairman (Audit Committee) and Mr. Satish Godbole - Chairman (Nomination and Remuneration Committee and Stakeholder Relationship Committee) were present in person to address the queries raised by the members at the Annual General Meeting.

The Notice convening the Eighth Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present at the Meeting.

The Chairman requested the Company Secretary, Mr. Shrinivas Adikesar to read out the Auditors Report. Since, the Independent Auditors Report on the financial statements of the Company for the year ended 31st March, 2016 was having unmodified opinion and already circulated; the members unanimously consented to take the same as read.

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

The Chairman further informed the members that pursuant to the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014 a Poll process has to be conducted in respect of all the resolutions proposed, with respect to Ordinary and Special Business in the Notice convening the Annual General Meeting. After all the resolutions are proposed and seconded; requested the shareholders to cast their votes which shall be taken by way of a Poll in the Ballots which have already been provided at the registration counter while marking the attendance of members.

The Chairman further added that the voting for all the resolutions will be taken up at the end after all the individual resolutions are proposed and seconded.

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 STANDALONE FINANCIAL STATEMENTS:

The Audited Standalone Financial Statements for the financial year ended 31st March, 2016, was placed before the Members for their adoption and approval. The Members considered the Audited Standalone Statement of Profit and Loss for the financial year ended 31st March, 2016 and Balance Sheet as on that date together with notes thereto and other relevant information and the Auditors' Report thereon and the Directors' Report attached thereto.

In this respect, a resolution was put forward by the Chairman and accordingly, Mr. Dilesh Acharya proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Akshay Shanbhag.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 2: ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS:

The Audited Consolidated Financial Statements for the financial year ended 31st March, 2016, was placed before the Members for their adoption and approval. The Members considered the Audited Consolidated Financial Statement of Profit and Loss for the financial year ended 31st March, 2016 and Balance Sheet as on that date together with notes thereto and other relevant information and the Auditors' Report thereon.

In this respect, a resolution was put forward by the Chairman and accordingly, Mr. Amruth Rao proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Reema Chodankar.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 3: 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

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accordingly, Mr. Shravan Swarup D proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Govind Dalvi.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 4: RE-APPOINTMENT OF DIRECTOR:

The matter concerning re-appointment of Mr. Tushar Sighat (DIN: 06984518) as Director of the Company, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Ms. Padma Naik proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Shruti Kurup.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 5: RATIFICATION OF APPOINTMENT OF AUDITORS:

The matter concerning the ratification of appointment of 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. Pankaj Rathod proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Swapnesh Verlekar.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 6: APPOINTMENT OF MR. DOUGLAS HSIAO AS DIRECTOR:

The matter concerning about the appointment of Mr. Douglas Hsiao (DIN: 07265546) as a Director of the Company, liable to retire by rotation, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Suresh Lamani proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Shashank Tengse.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 7: APPOINTMENT OF MR. MUKESH LULLA AS DIRECTOR:

The matter concerning about the appointment of Mr. Mukesh Lulla (DIN: 00524435) as a Director of the Company, liable to retire by rotation, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vinod Kumar Aigal proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Yogesh Shirodkar.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

ITEM NO. 8: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH HOLDING AND FELLOW SUBSIDIARY COMPANIES:

The matter concerning about the approving the material related party transactions with holding and fellow subsidiary companies, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vivek Naik Desai

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proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Anagh Desai.
The Chairman invited queries from the Members on the resolution. Since there were no queries raised by the members, the meeting proceeded to take up the next matter on the agenda.

Since all the resolutions were proposed and seconded, the Chairman asked the members to proceed for the Poll process. The Chairman stated that the Board has appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer to conduct the voting process in a fair and transparent manner. He also made a mention to the members that he is not an Officer or Employee of the Company.

Further, the Chairman requested the Company Secretary to explain the Poll process to the Shareholders.

Mr. Shrinivas Adikesar, Company Secretary explained the poll process to the members of the Company. He further added that pursuant to the provisions of section 108 of the Companies Act, 2013 read with the rules made thereunder, the Company had offered the electronic voting system/platform, to the members for voting on all resolutions which were placed/considered at the Annual General Meeting, which commenced from 9.00 A.M. on August 23, 2016 and ended at 5.00 P.M. on August 25, 2016.

The Company Secretary further informed the Shareholders that those who have not participated in the electronic voting and are present at the Annual General Meeting will get an opportunity to cast their votes by poll. The Scrutinizer locked the Ballot box after showing the empty Ballot box to the members. The Scrutinizer conducted the Ballot and took custody of the ballot box once the voting was completed.

The Chairman authorised the Company Secretary to declare the result of voting process conducted for the Annual General Meeting.

VOTE OF THANKS:

There being no other business to transact, the meeting concluded at 5.45 PM with the vote of thanks by Mr. Shrinivas Adikesar, Company Secretary to the Chairman, Board of Directors and Shareholders present at the meeting.

The Company Secretary announced the results of the voting process on August 27, 2016 conducted for the resolutions mentioned at item no. 1 to item no. 8 of the notice convening Annual General Meeting and declared that all resolutions mentioned thereat have been passed with requisite majority.

For D-LINK (INDIA) LIMITED

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SHRINIVAS ADIKESAR
COMPANY SECRETARY

Place: Verna, Goa.
Date : 02/09/2016.