

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the Members of M/s. D-Link (India) Limited will be held on Saturday, the August 3, 2013 at 11:00 a.m. at Kesarval Gardens, Verna, Salcette, Goa - 403722, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2013, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend for the year ended March 31, 2013.
3. To appoint a Director in place of Mr. Satish Godbole, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration no. 117366W) as Statutory Auditors of the Company to hold office from the conclusion of the Fifth Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. 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 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956, ('the Act') read with Schedule XIII of the Act, pursuant to Article 58 and 59 of the Articles of Association of the Company and subject to approval of the Central Government, Mr. Yao Chuan Yang (Mr. Gary Yang) be and is hereby re-appointed as the Managing Director of the Company without any remuneration for a period of 5 years effective July 15, 2013."

"RESOLVED FURTHER THAT, the Board of the Directors be and are hereby authorised to alter, vary and modify the terms and conditions of the re-appointment in such manner as may be agreed to between the Board and Mr. Gary Yang in conformity with the requirements and that Mr. C. M. Gaonkar, Executive Director & Chief Financial Officer or Mr. Shrinivas Adkesar, Company Secretary be and is hereby authorized to do such acts, deeds, or things including making application to the Central Government and also to sign such agreements and documents as may be considered necessary, appropriate to give effect to this Resolution."

By order of the Board

Sd/-

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 1, 2013

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Register will remain closed for a period of 7 days from Tuesday, the July 2, 2013 to Monday, the July 8, 2013 (both days inclusive).
The dividend recommended by the Board, if approved by the shareholders at the 5th Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
4. There is no dividend which have remain unclaimed for a period of 7 years as on March 31, 2013 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
5. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
6. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar and Transfer Agents, giving reference of Folio Number.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

The following explanatory statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated May 1, 2013 and shall be taken as the forming part of the notice.

Item No. 5:

Mr. Gary Yang was initially appointed as the Managing Director of the Company by the Members at the Extraordinary General Meeting of the Members held on June 19, 2009 for a period of 4 years, effective from July 15, 2009. The Board of Directors have recommended the re-appointment of Mr. Gary Yang as the Managing Director for a further period of 5 years effective July 15, 2013.

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Gary Yang as the Managing Director of the Company to guide the affairs of the Company. At present, no remuneration is proposed to be paid to Mr. Gary Yang for his services pursuant to such re-appointment as Managing Director of the Company.

Mr. Gary Yang is having wide knowledge in the IT industry and has more than 23 years' experience in the industry. Mr. Gary Yang possesses a Bachelor's degree in Management from Cheng Kung University. Mr. Gary Yang is associated with D-Link for more than 19 years and presently he is in charge of D-Link in the Middle East and African Countries.

Mr. Gary Yang being a foreign national, his appointment as Managing Director requires approval of the Central Government in terms of the provisions of the Act, as mentioned in the Resolution.

The Board recommends the Resolution appointing Mr. Gary Yang as proposed to be passed as a Special Resolution.

None of the other Directors of the Company is in any way concerned or interested in this resolution, except Mr. Gary Yang. This may be considered as an abstract of the terms of the appointment of Mr. Gary Yang as the Managing Director of the Company in accordance with the provisions of Section 302 of the Companies Act, 1956.

By order of the Board

Sd/-

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 1, 2013

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India

Brief Resume of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuant to clause 49 IV (G) of the Listing Agreement)

Name of Director	Mr. Gary Yang	Mr. Satish Godbole
Date of Birth	March 16, 1964	October 04, 1957
Date of appointment on the Board	March 30, 2009	March 30, 2009
Expertise in specific functional areas	Mr. Gary Yang possesses a Bachelor's Degree in Business Management. He has over 23 years of experience in the field of I.T. Industry.	Mr. Satish Godbole is a qualified Chartered Accountant and has been in practice over 32 years. He is Specialised in Company Law, Mergers and Amalgamations & FEMA.
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Nil	Nil
Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil	Nil
Shareholding in the Company	Nil	50 Equity shares