

REF: DLK/L&S/2024-25/ 6- 1

Date: June 3, 2024

To,
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001
Security Code: BSE - 533146

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051.
Symbol: NSE – DLINKINDIA

Subject: Voting results of the Postal Ballot and submission of Scrutinizer's report.

Sir/Madam,

This is further to our letter April 25, 2024, intimating about the Postal Ballot Notice seeking approval of the members of the Company for the below mentioned Resolutions:

SI No	Description of the Resolutions	Type of Resolution
1	Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director	Special
2	Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director	Special

In this regard, please find enclosed the following:

1. E-Voting results of the Postal Ballot activity through remote e-voting, in relation to the aforesaid resolutions as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Annexure - 1).
2. The Scrutinizer's Report dated June 3, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 (Annexure - 2).
3. Minutes of Postal Ballot proceedings. (Annexure 3)

We hereby inform that the Members of the Company have duly approved the above Resolutions with the requisite majority and deemed to be passed on June 2, 2024, being the last date of receipt postal ballot e-voting.

...2/-



D-Link (India) Limited

- 2 -

The e-voting results along with the Scrutinizer's report is available at the registered office and on the website of the Company <https://www.dlink.com/in/en>

Kindly take the above information on record.

Thanking You,
Yours faithfully,
For **D-LINK (INDIA) LIMITED**

SHRINIVAS ADIKESAR
COMPANY SECRETARY
Encl: As Above.

Annexure 1

D-Link (India)LimitedPotsal Ballot Voting results	
Voting start date	03-05-2024
Voting end date	02-06-2024
Record date	26-04-2024
Total number of shareholders on record date	46,644
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable
b) Public	Not Applicable
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	Not Applicable
b) Public	Not Applicable
No. of resolution passed in the meeting	2

Potsal Ballot Voting results

Resolution No 1: Appointment of Mr. Mangesh Kinare (DIN: 08514820) as an Independent Director								
Resolution required: (Ordinary / Special)				Special				
No. of shareholders present in the meeting either in person or through proxy				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		-	0	-	-	-	-
	Poll	1,81,14,663	-	0.00	-	-	-	-
	Postal Ballot (if applicable)		1,81,14,663	100.00	1,81,14,663	-	100.00	-
	Total	1,81,14,663	1,81,14,663	100.00	1,81,14,663	-	100.00	-
Public- Institutions	E-Voting		-	0.00	-	-	-	-
	Poll	1,20,232	-	0.00	-	-	-	-
	Postal Ballot (if applicable)		16,755	13.94	16,755	-	100.00	-
	Total	1,20,232	16,755	13.94	16,755	-	100.00	-
Public- Non Institutions	E-Voting		-	0.00	-	-	-	-
	Poll	1,72,69,955	-	0.00	-	-	-	-
	Postal Ballot (if applicable)		29,32,887	16.98	29,31,805	1,082	99.96	0.04
	Total	1,72,69,955	29,32,887	16.98	29,31,805	1,082	99.96	0.04
Total	Total	3,55,04,850	2,10,64,305	59.33	2,10,63,223	1,082	99.99	0.005
Whether resolution is Pass or Not.							Yes	

Potsal Ballot Voting results

Resolution No 2 : Appointment of Mr. Amit Pandit (DIN: 02437092) as an Independent Director								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll	1,81,14,663	-	-	-	-	-	-
	Postal Ballot (if applicable)		1,81,14,663	100.00	1,81,14,663	-	100.00	-
	Total	1,81,14,663	1,81,14,663	100.00	1,81,14,663	-	100.00	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll	1,20,232	-	-	-	-	-	-
	Postal Ballot (if applicable)		16,755	13.94	16,755	-	100.00	-
	Total	1,20,232	16,755	13.94	16,755	-	100.00	-
Public- Non Institutions	E-Voting		-	-	-	-	-	-
	Poll	1,72,69,955	-	-	-	-	-	-
	Postal Ballot (if applicable)		29,32,842	16.98	29,31,805	1,037	99.96	0.04
	Total	1,72,69,955	29,32,842	16.98	29,31,805	1,037	99.96	0.04
Total		3,55,04,850	2,10,64,260	59.33	2,10,63,223	1,037	100.00	0.00
Whether resolution is Pass or Not.							Yes	

SCRUTINIZER'S REPORT

To
**The Chairman / Managing Director,
D-LINK (INDIA) LIMITED**
Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722

Dear Sir,

The Board of Directors of **D-LINK (INDIA) LIMITED** (CIN: L72900GA2008PLC005775) (the Company) vide resolution dated March 15, 2024 had appointed me as Scrutinizer for the postal ballot voting process (conducted through remote e-voting) on the resolution(s) contained in the Postal Notice dated March 15, 2024 issued pursuant to the Companies Act, 2013 and Rules made thereunder (the Act) read with the Ministry of Company Affairs (MCA) General Circular dated April 8, 2020, as amended from time to time.

1. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder including MCA Circulars as mentioned above and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India to Postal Ballot through remote e-voting only, on the resolution contained in the Postal Ballot Notice.
2. My responsibility as scrutinizer for the Postal Ballot through e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution(s).
3. I submit my report as under:



- a. The Company has informed me that it has completed on April 30, 2024, the dispatch of postal ballot notices by electronic mail to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on April 26, 2024, the cut-off date fixed for the purpose, in compliance with the MCA circulars i.e. General Circular No.14/2020 dated April 8, 2020 as amended from time to time.
- b. The Company has engaged the services of its Registrar and Share Transfer Agent, KFin Technologies Limited (RTA/KFin), facilitating remote e-voting to enable the Members to cast their votes electronically.
- c. The e-voting remained open for the period commencing from Friday, May 3, 2024 at 9.00 A.M.(IST) to Sunday, June 2, 2024 at 5.00P.M.(IST)(e-voting period).
- d. After the completion of e-voting period, using the scrutinizer's login on the KFIN e-voting portal, the votes cast through remote e-voting were unblocked.
- e. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the KFIN e-voting portal and matching with the Register of Members of the Company as on April 26, 2024 provided by the Company's Registrar and Share Transfer Agents.
- f. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and 'AGAINST' the resolution that was put to vote, were generated from the e-voting portal of KFIN and based on such reports generated the result of the voting is as under:



Resolution No. 01:

Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director of the Company – Special Resolution:

(i) Voted **in favour of** the resolution:

Number of members voting	Number of votes cast by them	% Of total number of valid votes cast
164	2,10,63,223	99.995

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them	% Of total number of valid votes cast
14	1,082	0.005

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 02:

Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director of the Company – Special Resolution:

(i) Voted **in favour of** the resolution:

Number of members voting	Number of votes cast by them	% Of total number of valid votes cast
164	2,10,63,223	99.995

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them	% Of total number of valid votes cast
14	1,037 ¹	0.005

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



¹ One member holding 90 Shares has casted only 45 votes 'against' the Resolution and not casted remaining 45 votes.

Shivaram Bhat
Company Secretary

4. The postal ballot related records are under my safe custody and I shall be handing over the same to the Company Secretary of the Company for safe keeping.
5. You may accordingly declare the result of the voting by postal ballot.



Thanking you,
Yours faithfully,

Shivaram
Subray Bhat

Digitally signed by
Shivaram Subray Bhat
Date: 2024.06.03
16:39:39 +05'30'

Place: Panaji, Goa.

Date: June 3, 2024

Shivaram Bhat
Practising Company Secretary
ACS10454 CP 7853

UDIN: A010454F000517378

Chairman/ Director/ Company Secretary

Annexure - 3**PROCEEDINGS OF THE POSTAL BALLOT HELD THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF D-LINK (INDIA) LIMITED CONCLUDED ON JUNE 2, 2024.**

The Board of Directors of the Company (“**Board**”) at its meeting held on March 15, 2024, approved the proposal to conduct a postal ballot (“**Postal Ballot**”) by remote e-voting process (“**Remote E-voting**”) pursuant to Section 110 of the Companies Act, 2013 (“**Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 9/2023 dated September 25, 2023 and other related circulars, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) to seek approval of the Members for the below mentioned Resolutions:

SI No	Description of the Resolutions	Type of Resolution
1	Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director	Special
2	Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director	Special

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- a) The Board of Directors has appointed Mr. Shivaram Bhat, Practicing Company Secretary, Panaji (Membership Number: 10454; COP Number: 7853) as the Scrutinizer to conduct the Postal Ballot process (remote e-voting process) in a fair and transparent manner.
- b) The Company had engaged the services of KFin Technologies Limited (‘KFIN’) for the purpose of providing e-voting facility relating to the Postal Ballot to all its members.
- c) A newspaper advertisement as required under the Act and the MCA Circulars were published on May 1, 2024, in English and Marathi editions.

d) The e-voting facility was made available during the following period:

Commencement of the e-voting period	Friday, May 3, 2024, 9.00 a.m. IST
Conclusion of the e-voting period	Sunday, June 2, 2024, 5.00 p.m. IST
The cut-off date for eligibility to vote	Friday, April 26, 2024.

1. Summary of the Scrutinizer's report:

Mr. Howard Kao, Chairman of the Board, duly authorized Mr. Shrinivas Adikesar, Company Secretary & Compliance Officer, to receive and countersign the Scrutinizer's Report ("**Report**") and further declare the voting results of the Postal Ballot on behalf of the Company.

The Scrutinizer unblocked the votes cast under e-voting and downloaded the details on June 2, 2024, from KFin portal in the presence of two witnesses and submitted his Report dated June 3, 2024. A summary of the Report is as under:

- a. Pursuant to the MCA Circulars, the Postal Ballot Notice along explanatory statement was sent on April 30, 2024, to those Members whose name(s) appeared on the Register of Members/list of Beneficial Owners as on the Cut-off Date i.e. Friday, April 26, 2024.
- b. The Members were required to communicate their assent or dissent only through Remote E-Voting system in terms of the MCA Circulars.
- c. The Remote E-Voting was blocked at 5:00 P.M. (IST) on Sunday, June 2, 2024, and the e- voting summary statement was downloaded from e-voting website of KFin.
- d. The Members holding shares as on the Cut-off Date i.e. Friday, April 26, 2024, were only entitled to vote on the resolution.

2. Postal Ballot results as per the Report

The result of Remote E-Voting was as under:

Resolution No. 1: Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director.

Total Equity Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3,55,04,850	2,10,64,305	59.33	2,10,63,223	1082	99.99	0.005

Resolution No. 2: Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director.

Total Equity Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3,55,04,850	2,10,64,260	59.33	2,10,63,223	1037	100.00	0.005

Based on the Report, the Special Resolution as set out in the Notice of the Postal Ballot dated March 15, 2024 (“Postal Ballot Notice”) was passed with requisite majority.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.
