

REF: DLK/L&S/2018-19/8-7

Date: August 4, 2018

To,  
**The Manager – Corporate  
Relationship Department  
BSE Limited**  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai-400 001  
**Security Code: BSE - 533146**

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

**Sub: Disclosure of voting results of the Annual General Meeting:**

Dear Sir,

With reference to above captioned subject, please find enclosed herewith the following in respect of the Annual General Meeting of the Company held on August, 3, 2018 at 11:00 a. m. at Kesarval Gardens, Verna, Goa – 403722.

1. Consolidated voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I.**
2. Scrutinisers Report dated August 3, 2018 pursuant to the provisions of Section 108 of the Companies Act 2013 as **Annexure II.**

All the resolutions were passed with requisite majority.

You are requested to kindly take the same on record.

Thanking You,

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



**SHRINIVAS ADIKESAR  
COMPANY SECRETARY**

## Annexure - I

Date of the AGM/EGM	August 3, 2018
Total number of shareholders on record date	27,138
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public	50
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	NA
Public	NA

*(Signature)*



**Agenda- wise disclosure -Resolution No. 1**

**To consider and adopt; a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Directors' and Auditor's thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon.**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	18,114,663	18,114,663	100	18,114,663	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	18,114,663	18,114,663	100	18,114,663	-	100	-
Public-Institutions	E-voting	1,037,311	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	1,037,311	-	-	-	-	0	-
Public-Non Institutions	E-voting	16,352,876	2,632,058	16.10	2,631,858	200	100	0.01
	Poll		98,560	0.60	98,560	-	100	-
	Postal Ballot	Not Applicable						
	Total	16,352,876	2,730,618	16.70	2,730,418	200	100	0.0
<b>Total</b>		<b>35,504,850</b>	<b>20,845,281</b>		<b>20,845,081</b>	<b>200</b>	<b>100</b>	<b>0.00</b>

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**Resolution No. 2****To consider declaration of dividend for the financial year ended 31st March, 2018.**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	18,114,663	18,114,663	100	18,114,663	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	18,114,663	18,114,663	100.00	18,114,663	-	100	-
Public-Institutions	E-voting	1,037,311	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	1,037,311	-	100.00	-	-	-	-
Public-Non Institutions	E-voting	16,352,876	2,632,058	16.10	2,632,058	-	100	-
	Poll		98,560	0.60	98,560	-	100	-
	Postal Ballot	Not Applicable						
	Total	16,352,876	2,730,618	16.70	2,730,618	-	100	-
<b>Total</b>		<b>35,504,850</b>	<b>20,845,281</b>		<b>20,845,281</b>	-	<b>100</b>	-

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**Resolution No. 3****Re-appointment of Mr. Mukesh Lulla, retires by rotation, as Director of the Company**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	18,114,663	18,114,663	100	18,114,663	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	18,114,663	18,114,663	100.00	18,114,663	-	100	-
Public-Institutions	E-voting	1,037,311	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	1,037,311	-	-	-	-	-	-
Public-Non Institutions	E-voting	16,352,876	3,285	0.02	2,985	300	91	9.13
	Poll		98,560	0.60	98,560	-	100	-
	Postal Ballot	Not Applicable						
	Total	16,352,876	101,845	0.62	101,545	300	100	0.29
<b>Total</b>		<b>35,504,850</b>	<b>18,216,508</b>		<b>18,216,208</b>	<b>300.00</b>	<b>100</b>	<b>0.00</b>



**Resolution No. 4****Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are</b>	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	18,114,663	18,114,663	100	18,114,663	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	18,114,663	18,114,663	100.00	18,114,663	-	100	-
Public-Institutions	E-voting	1,037,311	-	-	-	-	-	-
	Poll		0	-	0	-	-	-
	Postal Ballot	Not Applicable						
	Total	1,037,311	-	-	-	-	-	-
Public-Non Institutions	E-voting	16,352,876	2,632,058	16.10	2,631,858	200	100	0.01
	Poll		98,560	0.60	98,560	-	100	-
	Postal Ballot	Not Applicable						
	Total	16,352,876	2,730,618	16.70	2,730,418	200	100	0.01
<b>Total</b>		<b>35,504,850</b>	<b>20,845,281</b>		<b>20,845,081</b>	<b>200</b>	<b>100</b>	<b>0.00</b>

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**Resolution No. 5****Appointment and Payment of Remuneration to Managing Director & CEO**

<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	18,114,663	18,114,663	100	18,114,663	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	18,114,663	18,114,663	100	18,114,663	-	100	-
Public-Institutions	E-voting	1,037,311	-	0	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	1,037,311	-	-	-	-	-	-
Public-Non Institutions	E-voting	16,352,876	2,632,058	16.10	2,631,758	300	100	0.01
	Poll		82,133	0.50	82,133	-	100	-
	Postal Ballot	Not Applicable						
	Total	16,352,876	2,714,191	16.60	2,713,891	300	100	0.01
<b>Total</b>		<b>35,504,850</b>	<b>20,828,854</b>		<b>20,828,554</b>	<b>300</b>	<b>100</b>	<b>0.00</b>



**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

Chairman, Annual General Meeting of the Equity Shareholders  
of D-Link (India) Limited

Held on Friday, 3<sup>rd</sup> day of August, 2018 at 11:00 a.m.  
at Verna, Salcette, Goa.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting) on the below mentioned resolution(s), at the Tenth Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Friday, 3<sup>rd</sup> day of August, 2018 at 11:00 a.m. at Verna, Salcette, Goa, submit my report as under:

1. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Computershare Private Limited ('Karvy') e-voting facility.



A handwritten signature in black ink, appearing to be "S. Bhat".

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**Shivaram Bhat**  
**Company Secretary**

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2. The e-voting remained open for the period commencing from Tuesday, 31<sup>st</sup> July, 2018, 09:00 a.m. to Thursday, 2<sup>nd</sup> August, 2018, 05:00 p.m.
3. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
5. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:



Pooja Alornekar



Siddhi Salkar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. I did not find any poll papers invalid.
8. The result of the voting is as under:



Item No. 1

To consider and adopt;

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2018, together with the Reports of the Directors' and Auditors' thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
46	19	98,560	20,746,521	99.999

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	200	0.001

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Item No. 2

Declaration of Dividend for the year ended 31st March, 2018.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
46	20	98,560	20,746,721	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

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



**Shivaram Bhat**  
**Company Secretary**

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Item No. 3

Re-appointment of Mr. Mukesh Lulla (DIN: 00524435), who retires by rotation, as Director of the Company.

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
46	17	98,560	18,117,648	99.998

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	2	0	300	0.002

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	26,28,773



A handwritten signature in black ink, appearing to be "SB".

**Shivaram Bhat**  
**Company Secretary**

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Item No. 4

Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
46	19	98,560	20,746,521	99.999

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	200	0.001

(iii) Invalid votes :

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



A handwritten signature in black ink, appearing to be "S Bhat".

Item No. 5

Special Resolution for Appointment and Payment of Remuneration to Managing Director & CEO.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
45	18	82,133	20,746,421	99.999

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	2	0	300	0.001

(iii) Invalid votes :

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



**Shivaram Bhat**  
**Company Secretary**

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9. A list of equity shareholders (in electronic format) who voted "FOR", "AGAINST" for each resolution is enclosed.
  
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
  
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,


Place: Verna, Salcette, Goa.

Dated: August 3, 2018



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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

  
RECEIVED BY  
Mr. SATISH GODBOLE  
DIRECTOR

