

REF: DLK/L&S/2020-21/9-7

Date: September 25, 2020

To,
**The Manager – Corporate
Relationship Department
BSE Limited**
25th 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 September 25, 2020 at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

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 September 25, 2020 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**

Date of the AGM/EGM	September 25, 2020
Total number of shareholders on record date / cut-off date	35,621
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing	83
Promoters and Promoter Group:	1
Public	82



Resolution 1
To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2020, together with the Reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)		Ordinary									
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			
Promoter and Promoter Group		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100			
	E-voting		18,114,663	100	18,114,663	-	100	-			
	Poll	18,114,663	-	-	-	-	-	-			
	Postal Ballot										
	Total	18,114,663	18,114,663	100	18,114,663	-	100	-			
Public-Institutions	E-voting		-	-	-	-	-	-			
	Poll	14,107	-	-	-	-	-	-			
	Postal Ballot										
	Total	14,107	-	-	-	-	-	-			
Public-Non Institutions	E-voting		3,258,876	18.75	3,258,873	3	100	0.00			
	Poll	17,376,080	-	-	-	-	-	-			
	Postal Ballot										
	Total	17,376,080	3,258,876	18.75	3,258,873	3	100	0.00			
Total		35,504,850	21,373,539	60.20	21,373,536	3	100	0.00			



Resolution No. 2
To consider declaration of dividend for the financial year ended 31st March 2020

Resolution required: (Ordinary/ Special)		Ordinary									
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			
Promoter and Promoter Group	E-voting	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100			
	Poll	18,114,663	18,114,663	100	18,114,663	-	100	-			
	Postal Ballot										
	Total	18,114,663	18,114,663	100	18,114,663	-	100	-			
Public-Institutions	E-voting			0							
	Poll	14,107	-	0							
	Postal Ballot										
	Total	14,107	-								
Public-Non Institutions	E-voting		3,258,876	18.75	3,258,873	3	100	0.00			
	Poll	17,376,080	-	0.00			0	-			
	Postal Ballot										
	Total	17,376,080	3,258,876	18.75	3,258,873	3	100	0.00			
Total		35,504,850	21,373,539	60.20	21,373,536	3.00	100	0.00			



Resolution No. 3
To Re-appoint a Director in place of Mr. Mukesh Lulla (DIN: 00524435), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)		Ordinary						
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
Promoter and Promoter Group	E-voting	1	2	3= 2/1*100	4	5	6= 4/2*100	7= 5/2*100
	Poll	18,114,663	18,114,663	100	18,114,663	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	18,114,663	18,114,663	100	Not Applicable	-	100	-
Public-Institutions	E-voting			0				
	Poll	14,107	0	0	0	-	-	-
	Postal Ballot							
	Total	14,107	14,107	100	Not Applicable	-	-	-
Public-Non Institutions	E-voting		503,875	2.90	503,100	775	99.85	0.15
	Poll	17,376,080	-	-	-	-	-	-
	Postal Ballot							
	Total	17,376,080	503,875	2.90	Not Applicable	775	99.85	0.15
Total		35,504,850	18,618,538	52.44	18,617,763	775	100.00	0.00

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**Resolution No. 4
To re-appoint Mr. Tushar Sighat (DIN: 06984518) as Managing Director & CEO**

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
Promoter and Promoter Group	E-voting	1	2	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$
	Poll	18,114,663	18,114,663	100	18,114,663	-	100	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	18,114,663	18,114,663	100	18,114,663	-	100	-
Public-Institutions	E-voting	14,107	-	0	-	-	-	-
	Poll	-	-	0	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	14,107	-	-	-	-	-	-
Public-Non Institutions	E-voting	17,376,080	3,258,776	18.75	3,258,252	524	99.98	0.02
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	17,376,080	3,258,776	18.75	3,258,252	524	99.98	0.02
Total		35,504,850	21,373,439	60.20	21,372,915	524	100	0.00

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**Resolution No. 5
To consider and approve Material Related Party Transactions.**

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
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			
Promoter and Promoter Group	E-voting	1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$			
	Poll		-	0	-	-	-	-			
	Postal Ballot	18,114,663	-	-	-	-	-	-			
	Total	18,114,663	-	-	-	-	-	-			
Public-Institutions	E-voting	14,107	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	14,107	-	-	-	-	-	-			
Public-Non Institutions	E-voting	17,376,080	3,258,776	18.75	3,258,667	109	100				0.00
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	17,376,080	3,258,776	18.75	3,258,667	109	100				0.00
Total		35,504,850	3,258,776	9.18	3,258,667	109	100				0.00

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Report of Scrutinizer

[Pursuant to rule 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**

(Regd Office: Verna, Goa)

Held on Friday, 25th day of September, 2020 at 11:00 a.m. IST through
Video Conferencing (VC) / Other Audio Visual Means(OAVM).

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of D-Link (India) Limited (CIN: L72900GA2008PLC005775), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the remote e-voting process in respect of the below mentioned resolutions proposed at the 12th Annual General Meeting (AGM) of the Equity Shareholders held on Friday, 25th day of September, 2020 at 11:00 a.m. IST through VC / OAVM.

I have also been appointed to scrutinize the remote e-voting exercised at the said AGM.




1. I submit my report as under:

- a) The Company has informed me that it has completed on 31st August, 2020 the dispatch of notice through email to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut-off date fixed for the purpose.
- b) The Company has extended the facility of e-voting to the shareholders by tying up with the National Securities Depository Limited (NSDL) e-voting facility.
- c) The remote e-voting remained open for the period commencing from Tuesday, 22nd September 2020, 9:00 a.m. to Thursday, 24th September, 2020, 05:00 p.m.
- d) The Remote e-voting was also made available to the members at the AGM pursuant to MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020.
- e) After the conclusion of the AGM, using the scrutinizer's login on the NSDL e-voting portal, the votes cast through remote e-voting as above were unblocked in the presence of following two witnesses who are not in the employment of the company:



Vivek Naik Desai



Pratik Joshi

- f) I have scrutinized and reviewed the remote e-voting and e-voting at the meeting based on the data downloaded from the NSDL e-voting system and matching with the Register of Members of the Company/list of beneficiaries as on 18th September 2020, provided by the Registrar and Share Transfer Agents of the Company namely KFin Technologies Private Limited.
- g) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.



h) My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit consolidated result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

Item No. 1

To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Directors' and Auditors' thereon – Ordinary 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 (rounded off)
105	2,13,73,536	100

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	3	0

(iii) **Invalid** votes:

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



Item No. 2

To declare dividend on equity shares for the Financial Year ended March 31, 2020 – Ordinary 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 (rounded off)
105	2,13,73,536	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	3	0

(iii) Invalid votes:

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



Item No. 3

To re-appoint a Director in place of Mr. Mukesh Lulla (DIN: 00524435), who retires by rotation and being eligible, offers himself for re-appointment – Ordinary 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 (rounded off)
97	1,86,17,763	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
9	775	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	27,55,000



Item No. 4

To re-appoint Mr. Tushar Sighat (DIN: 06984518) as Managing Director & CEO – 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 (rounded off)
100	2,13,72,915	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
7	524	0

(iii) Invalid votes:

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



Item No. 5

To consider and approve Material Related Party Transactions – Ordinary 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 (rounded off)
101	32,58,667	100

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
5	109	0

(iii) **Invalid** votes:

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



The data and all other relevant records relating to e-voting were handed over to the Director authorized by the Board for safe keeping.

You may accordingly declare the result of the voting.

Thanking you, yours faithfully,

Place: Panaji, Goa.

Dated: 25/09/2020



A handwritten signature in black ink, appearing to be "Shivaram Bhat", written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853

UDIN: A010454B000773997

For D-LINK (INDIA) LIMITED

A handwritten signature in blue ink, appearing to be "Shrinivas Adkesar", written over the printed name.

SHRINIVAS ADKESAR
COMPANY SECRETARY

Chairman/ Director/ Company Secretary