

REF: DLK/L&S/2022-23/7-12

Date: July 15, 2022

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: Annual Report for the Financial Year 2021-22 and Notice convening
of the 14th Annual General Meeting.**

Dear Sir/Madam,

In terms of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the financial year 2021-22.

The Annual Report along with the Notice of the Annual General Meeting is being sent to the shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent.

The 14th Annual General Meeting ('AGM') of the Company will be held on Saturday, August 13, 2022 at 11.00 a.m. (IST) through Video Conference / Other Audio Visual Means.

The Notice convening the AGM and Annual Report of the Company is also available on the website of the Company at <https://in.dlink.com>

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking You,

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

**SHRINIVAS ADIKESAR
COMPANY SECRETARY**



D-Link (India) Limited

CIN No.: L72900GA2008PLC005775

Regd. Office: Plot No. U02B, Verna Industrial Estate, Verna, Goa - 403722.

Ph. No.: 0832-2885800 • Email: shares@dlink.co.in • Website: <https://in.dlink.com>

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Saturday, August 13, 2022 at 11:00 a.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend of ₹3 per equity share (i.e. 150%) of the face value of ₹2 each of the Company for the financial year ended March 31, 2022.

4. Appointment of Mr. Tushar Sighat as Director, liable to retire by rotation

To re-appoint a director in place of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Approval of Material Related Party Transactions with D-Link Corporation:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to applicable provisions of the Companies Act 2013 ("Act") read with rules made thereunder, Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), the Company's Policy on Related Party Transactions and such other applicable provisions of law, if any, read with Circulars issued by SEBI from time to time and any amendments, modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 and for the period starting from April 1, 2023 till the date of 15th Annual General Meeting, up to a maximum aggregate value as detailed in the explanatory statement to this resolution, with D-Link Corporation, the ultimate holding company of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder,:

- i. Purchase of IT Networking Products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name

vii. any other transactions/arrangements from time to time including those entered in the course of normal business activities, notwithstanding the fact that all such transactions whether individually and/or in the aggregate may exceed ₹1,000 crore or 10% of the annual consolidated turnover of the respective financial year as per the Company's last audited financial statements of the immediately preceding financial year, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

"RESOLVED FURTHER THAT the members of the Company do hereby accord approval to the Board of Directors and/or any Key Managerial Persons of the Company to sign and execute all documents, contracts/deeds and writings and undertake all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to finalize and execute all such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) and / or officer(s) / employee(s) of the Company / any other person(s) to give effect to the aforesaid resolution as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board
For D-Link (India) Limited

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: April 26, 2022

Registered Office:

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

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 as amended from time to time (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations 2015) and MCA Circulars, the 14th AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the Special Business(s) in the Notice is annexed as Annexure I hereto and forms part of this Notice.
3. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Act. All resolutions shall continue to be passed through the facility of e-voting made available for the members.
5. In view of relaxation given by MCA Circulars and SEBI Circular dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 circular dated January 15, 2021 as amended, the Annual Report including Financial statements, Auditor’s report, Board’s report, Notice of AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2021-22 will also be available on the Company’s website <https://in.dlink.com> and websites of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at shares@dlink.co.in in case they wish to obtain the same.
6. The Members, seeking any information with regard to the financial statement, operations to be placed at the AGM are requested to send their queries through Email on shares@dlink.co.in at least 5 days before the meeting, so that the information can be compiled in advance. The same will be replied by/ on behalf of the Company suitably.
7. The Register of Members and the Share Transfer Register will remain closed from Saturday, July 30, 2022 to Friday, August 5, 2022 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 14th AGM, shall, be paid to those members whose names appear on the Register of Members as on the record date, i.e., July 29, 2022.
As per the provisions of Income Tax Act, 1961 (‘the Act’), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS) / With Holding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company’s RTA , (if shares are held in physical form).
8. The amount of dividend remaining unclaimed or unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2021-22, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2014 to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2015 will be due for transfer to Investor Education and Protection Fund on or after October 5, 2022. The Members who have not encashed the dividend warrants for the earlier years so far are requested to send their claims, if any, to the Company / Share Transfer Agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Members holding shares in physical form and desirous of either registering or changing bank particulars are requested to write to the Company/ RTA.
As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in demat mode should file their nomination with their Depository Participants (‘DPs’) for availing this facility.
10. 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 Future Agents, giving reference of Folio Number.
11. Details under Regulation 36(3) of SEBI Listing Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice as Annexure-II.
12. The Statutory Registers and the documents pertaining to the items of business to be transacted are available for inspection in electronic mode during the AGM.
13. **Voting through electronic means:**
 - a) In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote at the 14th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting). The Company has availed the facilities of KFin Technologies Limited (“**KFintech**”) for facilitating e-voting.
 - b) The remote e-voting period commences on Wednesday, August 10, 2022 at 9:00 am and ends on Friday, August 12, 2022 at 5:00 pm. The e-voting module will be disabled by KFintech for voting thereafter. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Saturday, August 6, 2022. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- d) The Company has appointed Mr. Shivaram Bhat, Practising Company Secretary, as the ‘Scrutiniser’ to scrutinize the remote e-voting and the e-voting at the AGM. The Board of Directors has authorized Mr. Shrinivas Adikesar, Company Secretary of the Company as the person responsible for the entire e-voting process. The Scrutiniser shall make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.
- e) The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://in.dlink.com> and shall be forwarded to the Stock Exchanges. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e Friday, July 8, 2022, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

14 General Instructions

14.1 PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 as amended in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 as amended on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- vi. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3** : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'D-LINK INDIA LIMITED- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.sbhat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to shares@dlink.co.in. Questions /queries received by the Company till Wednesday, August 10, 2022 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

14.2 Instructions for members for attending the AGM through VC/OAVM and for voting during AGM are as under –

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3. Members are encouraged to join the Meeting through Desktops or Laptops or Tablets for better experience.
- 4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 5. Please note that Participants connecting from Desktops or Tablets or Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6. Members can join the AGM in VC/OAVM mode, between 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in this notice.
- 7. The facility for participation in the AGM through VC/OAVM will be available for 2000 members on first-come-first-served basis. This will not include large shareholders (i.e shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
- 8. Shareholders who would like to express their views/ask questions may express the same through any of the following options –
 - i. Through Registered E-Mail ID: Shareholders may send their views/questions in advance, mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at shares@dlink.co.in from Friday, August 5, 2022 (09.00 AM) to Wednesday, August 10, 2022 (05.00 PM). Members are requested to send their e-mail with the subject titled "AGM 2022 – Expression of views/questions". The same will be replied by the Company suitably.
 - ii. Being a speaker during AGM: Members may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number to shares@dlink.co.in on or before the closing business hours of Wednesday, August 10, 2022 (05.00 PM). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers on first-come-first-served basis.

ANNEXURE - I TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out the information relating to the Special Business mentioned under Item No. 5 in the accompanying Notice:

Item No. 5:

The Company is a subsidiary of D-Link Holding Mauritius Inc. which is ultimately held by D-Link Corporation, Taiwan. Accordingly, D-Link Corporation is a 'Related Party' of the Company. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and SAARC region and in furtherance of its business activities, enter into transactions with D-Link Corporation. The brief of the transactions with D-Link Corporations are as below:

- i. Purchase of IT Networking products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name

The Company has entered into License Agreement for 10 years, effective January 1, 2020 with D-Link Corporation wherein the latter has granted an exclusive right and license to use the Trademarks on or in association with the Licensed Products and services, including manufacture, have manufactured from the third party, sell, distribute, the licensed products in India. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor and the Royalty % can be revised from time to time on the total sales / total revenue from the licenced products.

In terms of Regulation 23 of the SEBI Listing Regulations, the aforesaid transactions with D-Link Corporation during financial year 2022-23 and for the period starting from April 1, 2023 up to the date of 15th Annual General Meeting ('relevant period') may exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and therefore may exceed the materiality threshold as prescribed under the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is required to be sought for all such arrangements / transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with D-Link Corporation, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise in line with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022. The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188 (1) of the Companies Act, 2013 and rules thereunder.

In view of the above, the Company now proposes to obtain prior approval of the Members for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by the said resolution) for carrying out and / or continuing with such arrangements and transactions as specified in the resolution or as mentioned above with D-Link Corporation, being the ultimate holding company and a related party of the Company.

The Audit Committee of the Company has granted approval for entering into and continuation of various related party transactions with D-Link Corporation during financial year 2022-23 and subsequent years including as stated in the resolution and explanatory statement and has noted that the said transactions will be on an arms' length basis and in the ordinary course of the Company's business. The management has provided the Audit Committee with the description of the transactions including material terms and basis of pricing as mentioned in this explanatory statement. Summary of the other terms of the transactions are outlined as under:

Sr. No.	Particulars	Details of transactions					
1	Nature of Transactions	Purchases of Goods	Sale of Goods	IT services	Warranty & Discount	Expense Reimbursement	Royalty
2	Monetary value of the proposed transactions during the relevant period.	Up to a value of ₹400 crores per annum.	Up to a value of ₹40 crores per annum.	Up to a value of ₹20 crores per annum.	Up to a value of ₹40 crores per annum.	Up to a value of ₹10 Crores per annum.	Up to a value of ₹25 Crores per annum.
3	Tenure of the transactions	The Company presently undertakes and proposes to continue the above repetitive transactions. The agreement for payment of license fees / Royalty is for a period of 10 years.					
4	Material terms and particulars of the contract or arrangement.	Arrangement by the Company with D-Link Group in this regard and the material terms are: <ol style="list-style-type: none"> a. Purchase and sales in the ordinary course of business b. Payment credit terms between 45 days to 75 days from the date of invoice. c. Product warranty up to 3 years and discounts based on the product specifications; d. Providing of ERP and IT Support Services. e. Payment of license fees of 1.5% for use of trademark on the total revenue from the licensed products. f. Other terms as may be decided by the board from time to time. 					

Sr. No.	Particulars	Details of transactions	
5	Percentage of the Company's Annual Turnover on a consolidated basis for the immediately preceding FY	The transactions together approximately 6.50% of the Annual Turnover for the FY 2021-22.	For the Financial Year 2022-23 and period starting from April 1, 2023 up to the date of 15 th AGM in FY 2023-24, the transactions taken together with D-Link Corporation may exceed 10% of the Consolidated turnover of the preceding relevant financial year.
6	For RPTs involving subsidiaries, % of annual turnover of the subsidiary on a standalone basis	Not applicable	
7	Additional Information in case of Loans, ICDs/advances or investments made or given:	Not applicable	
8	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the Company.	
9	Copy of valuation or other external report if any	No valuation / external report has been relied upon for the transaction in question.	
10	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company is engaged in Trading and Marketing of Networking products in India and SAARC. The majority networking products dealt by the Company are imported from D-Link Corporation at arm's length price. D-Link Corporation has granted an exclusive right and license to use the Trademarks on or in association with the Licensed Products and services. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor. The Board is of the opinion that the above transactions are in the best interests of the Company.	

Accordingly, the Board of Directors recommends passing of ordinary resolution set out at Item No.5 of the Notice for approval by the members.

Mr. Hung-Yi Kao – Chairman of the Company and D-Link Holding Mauritius Inc Promoter, may be deemed to be interested in the above ordinary resolution by virtue of his holding employment position in D-Link group and / or in other associate concerns of D-Link Corporation. None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, in the resolution set out at Item No.5 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions No. 5 whether the entity is a related party to the particular transaction or not.

**By order of the Board
For D-Link (India) Limited**

**Shrinivas Adikesar
Company Secretary**

Mumbai, Dated: April 26, 2022

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

ANNEXURE II - TO NOTICE

Details of Directors Seeking re-appointment at the 14th Annual General Meeting:

Name of Director	Mr. Tushar Sighat
DIN	06984518
Date of Birth	September 30, 1969
Date of first appointment on the Board	September 30, 2014
Qualifications	Mr. Sighat is a qualified BE in Electronics and Telecom
Brief Resume and Specific Functional Area	<p>Mr. Sighat has over 30 years of rich experience in the IT industry. He joined D-Link as the CEO in 2011 and played a crucial role in overcoming the turbulent phase of the demerger and winning back the confidence of customers, partners and employees.</p> <p>As MD & CEO, he is responsible for driving D-Link's growth and playing a strategic role in strengthening its position as a leader in networking industry.</p> <p>Mr. Tushar Sighat is also the Chairman of D-Link's subsidiary, TeamF1 Networks Pvt. Ltd.</p>
Relationship between Directors, Manager and Other Key Managerial Personnel Inter-se	None
Names of the entities in which she/he holds directorships	TeamF1 Networks Private Limited
Chairman/Member of the Committee(s) of Board of Directors of other listed entities	None
Shareholding in the Company	16,427 Equity shares
No of board meetings attended	All four board meetings held during the Financial Year 2021-22
Remuneration sought to be paid	As per the resolution passed by the shareholders at the AGM held on September 25, 2020.
Terms and conditions of re-appointment	Appointed as Managing Director & CEO for a period of three years with effect from November 2, 2020 liable to retirement by rotation.

**By order of the Board
For D-Link (India) Limited**

Mumbai, Dated: April 26, 2022

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

Shrinivas Adikesar
 Company Secretary

ANNUAL
REPORT
2021-22

Connect to
more

D-Link[®]
Building Networks for People



CONNECT TO A SECURE WORLD

With a brand that spells Trust & Excellence. D-Link with its legacy of over three decades lets you connect to a secure & safer Digital World!

200+
INNOVATIVE
SOLUTIONS

2500+
PARTNERS
ACROSS INDIA

200+
D-LINK CARE
SERVICE POINTS



Home Wireless | Business Wireless | Structural Cabling | Switching | IP & CCTV Surveillance | Network Enclosure

Network Professionals preferred brand across Industries, Corporate & Government sectors

✉ sales@in.dlink.com | 🌐 in.dlink.com | Tech. Support: 1860 233 3999



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Disclaimer / Forward Looking Statement

In this Annual Report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral that we periodically make, contain forward looking statements that set out anticipated results based on the managements plans and assumptions. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks in uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



▲ Hung-Yi Kao, *Chairman*

Message from Chairman

Dear Shareholders,

The year ended 31st March, 2022 was a year like no other. The fiscal year began with tremendous global uncertainty as the COVID-19 pandemic continued to impact our lives and reshape how businesses operated. After witnessing significant contraction related to COVID-19 pandemic in 2020, global economy recovered in 2021. However, the momentum was slowed down in Q1 FY2021-22 by a deadlier variant of the virus, the impact of which was fortunately short lived helped largely by vaccination drives across the world. Towards the end of Q4 FY2021-22, escalated geopolitical tension arising from prolonged Russia-Ukraine conflict has led to increased financial

volatility. Oil and other commodity prices have surged significantly, thereby worsening the already high inflation dynamics of both advanced as well as emerging/developing economies.

The year also saw the unprecedented challenge of key component shortages and almost every company in the industry experienced supply related issues. Our world-class supply chain team at the headquarters helped us navigate the complex situation and enabled us to optimize our access to key components thereby helping us to fulfil the demand of our customers as quickly as possible.

Our world-class supply chain team at the headquarters helped us navigate the complex situation and enabled us to optimize our access to key components thereby helping us to fulfil the demand of our customers as quickly as possible.



▲ Hung-Yi Kao, *Chairman*

As businesses slowly reopen, we see tremendous opportunity ahead as nearly every company in every industry seeks to accelerate its digital agility in a cloud-first world. We are at a pivotal moment as we have a massive opportunity to transform the concept of a traditional office and define the future of hybrid work.

Undoubtedly, we are all facing a time of incredible change. Despite the complexity of navigating these challenges, it has been a year of tremendous hope and optimism, as recovery has started to take shape. The past year has made it undeniably clear that a focused, agile and resilient business, guided by purpose and values can emerge stronger and better from challenging times. At D-Link, we're incredibly proud of the way our teams have supported our customers, partners, even communities and one another through this time with a renewed sense of purpose. We are particularly pleased with our India operations and the manner in which they have delivered stellar performance year after year.

During the fiscal year under review, we introduced several new capabilities across our entire product portfolio. These include Wi-Fi 6 Access Points powered by Nuclias Connect that provides the perfect Wi-Fi 6 solution for high density network environments. We launched our AI enabled Router – the R15 EAGLE PRO AI Router – designed to give home and small offices an

innovative network experience. We also introduced new feature-rich Routers based on 11AC Wireless technology.

As businesses slowly reopen, we see tremendous opportunity ahead as nearly every company in every industry seeks to accelerate its digital agility in a cloud-first world. We are at a pivotal moment as we have a massive opportunity to transform the concept of a traditional office and define the future of hybrid work. Our customers are looking for solutions that provide speed, agility and simplicity and D-Link strives to be the right company to deliver on each of these areas with our continued innovation.

The unfolding reality of climate change has created greater urgency to build more sustainable solutions. We continue to enhance our Environmental, Social and Governance (ESG) commitments and shall play our part with greater urgency in building a more sustainable world.

Our purpose-driven set of people bring talent and ingenuity to everything they do. We value their contribution to our success and applaud the dedication

and professionalism they bring to their job that gives us our competitive advantage. I would like to take this opportunity to thank all our people who have been tirelessly working to ensure that we are the preferred networking Company in an extremely challenging environment.

I look forward to sharing with you more milestones in this journey in the years ahead. I am sincerely grateful to our Board members, our management team, our customers, shareholders, partners and associates for their ongoing trust and support.

Warm regards,

Sincerely,

Hung-Yi Kao

Chairman



▲ Tushar Sighat, *Managing Director & CEO*

Message from Managing Director & CEO

Dear Shareholders,

The year 2021-22 was filled with many uncertainties resulting in an extremely challenging business environment. While we were gearing up for post Covid times, yet another wave of the pandemic hit us and sent us back to our shells. Thankfully, with the lessons learnt earlier and with our well laid-out Business Continuity Plan, we were able to tide over this period with greater ease.

The unpredictability of the environment of fiscal 2021-22 did not extinguish our faith in what the future holds. We battled with Covid restrictions in the first quarter, chip shortage in the second quarter and rising oil and commodity prices, higher freight costs and inflation in the third and fourth quarters. However, we continued to do everything in our power to ensure business continuity, with no

interruptions in delivery or service. We became more dedicated and innovative. We maintained our focus on creating value for our customers and working with our partners to foster shared success. Now, more than ever, we have become resilient and adaptable, ready to face any challenge.

While FY 2021-22 was undeniably demanding, we ended it with exceptional momentum and positive top-line and bottom-line growth. We believe that our performance demonstrates the robustness of our strategy, strong execution capabilities, trust in our brand and accelerating adoption of our product offerings.

For the financial year ending 31st March 2022, our Standalone Total Income from Operations stood at ₹90,947.32 lakhs,

Our strategy continues to be guided by our dynamic Business Continuity Plan devised and adopted a year ago. It has helped us stay focused and follow a well-defined path for the ambitious goals that we have set for ourselves.



▲ Tushar Sighat, *Managing Director & CEO*

a healthy 27% increase over ₹71,665.03 lakhs achieved in the previous year. The Net Profit After Tax registered a sharp increase of 38% for the year and stood at ₹4,046.57 lakhs as against ₹2,932.19 lakhs in the previous year. On a consolidated basis, our Total Income from Operations for the year stood at ₹92,490.62 lakhs (previous year: ₹73,339.46 lakhs) and Net Profit after Tax stood at ₹4,228.77 lakhs (previous year: ₹3,134.89 lakhs).

We continue to deliver products with breakthrough technology and have launched several innovative products during the year. Our flagship product line launched very recently - EAGLE PRO AI Series combines Wi-Fi with Artificial Intelligence (AI). EAGLE PRO AI series

delivers robust, high-quality online experience with truly unique feature sets for today's Smart Home users. Infact Innovation has always been at the core of our business strategy and it reflects in D-Link offerings, be it our products, technology solution or customer experience.

As our customers expand their businesses and add new connections, and as more applications move to a multi-cloud environment, the network becomes more critical than ever. Our customers are navigating change at an unprecedented pace. Our mission is to shape their future by helping transform their IT infrastructure, address their security needs, and empower their teams.

We also continue to work closely with our subsidiary TeamF1 Networks in the areas of Business Cloud and Turnkey Solutions. TeamF1 Networks is a powerhouse in providing customized embedded software solutions to several rapidly growing and fast-moving industry segments. Through TeamF1 Networks we aspire to empower domestic manufacturers/ OEM's and help them add intelligence to their hardware. For local hardware manufacturers as well as global OEM's, Team F1 Networks is the software factory of India, truly adding value to their products.

We are committed to the 'Make in India' vision, so today most of our products are designed and manufactured in India. We are collaborating with several leading domestic OEM's to develop indigenous products. With our strong brand and business infrastructure we are acting as a catalyst in taking these locally manufactured products to the masses, and in turn reducing the Time to Market. All this has a cascading effect in the betterment of our economy, with greater investments along with job creation. We signify this approach as 'Market in India' which perfectly complement the 'Make in India' campaign.

Simultaneously, we are relentlessly pursuing the adoption of Digital Transformation across all our disciplines and upskilling our partners' abilities to leverage digital technologies to provide cutting-edge marketing and world-class service to our customers.

Our strategy continues to be guided by our dynamic Business Continuity Plan devised and adopted a year ago. It has helped us stay focused and follow a well-defined path for the ambitious goals that we have set for ourselves.

Our commitment to the community continues with increased fervour. Among the various CSR activities undertaken during the year, the free Covid-19 vaccination drive, and the

donation of an Advanced Life Support Ambulance, deserve special mention.

A great experience begins with a great team. We are committed to growing our extraordinary team of employees and aiding in their professional development so that they are well equipped to drive the most trusted customer experience in the industry.

As we look to FY 2022-23, we are excited to build on our strong momentum with a continued focus on growth, execution, and innovation. We are ready for the next big growth wave that will be ushered by the digital revolution sweeping our nation.

In conclusion, I would like to express my sincere gratitude to the Board for their guidance and support. I also thank our customers, shareholders, partners and all the stakeholders for their ongoing confidence and trust in me and Team D-Link.

Warm regards,

Sincerely,

Tushar Sighat

Managing Director & CEO

D-Link Corporation

Helping You Connect to More



D-Link is a global leader in designing and developing networking and connectivity products for consumers, small businesses, medium to large-sized enterprises, and service providers. From relatively modest beginnings in Taiwan, the company has grown since 1986 into an award-winning global brand with over 2000 employees in more than 100 countries. D-Link remains committed to providing the latest in Networking, Wi-Fi and Surveillance technology to consumers and businesses worldwide.

D-Link connects millions of people in their daily lives. From powering hospital networks so that life-saving operations can be carried out, to simply running your Wi-Fi network at home so you can enjoy streaming the latest movies to your Smart TV or tablet, D-Link solutions are a part of everyday life.

Today, D-Link is laying the foundations for a world that's more connected, smarter, and more

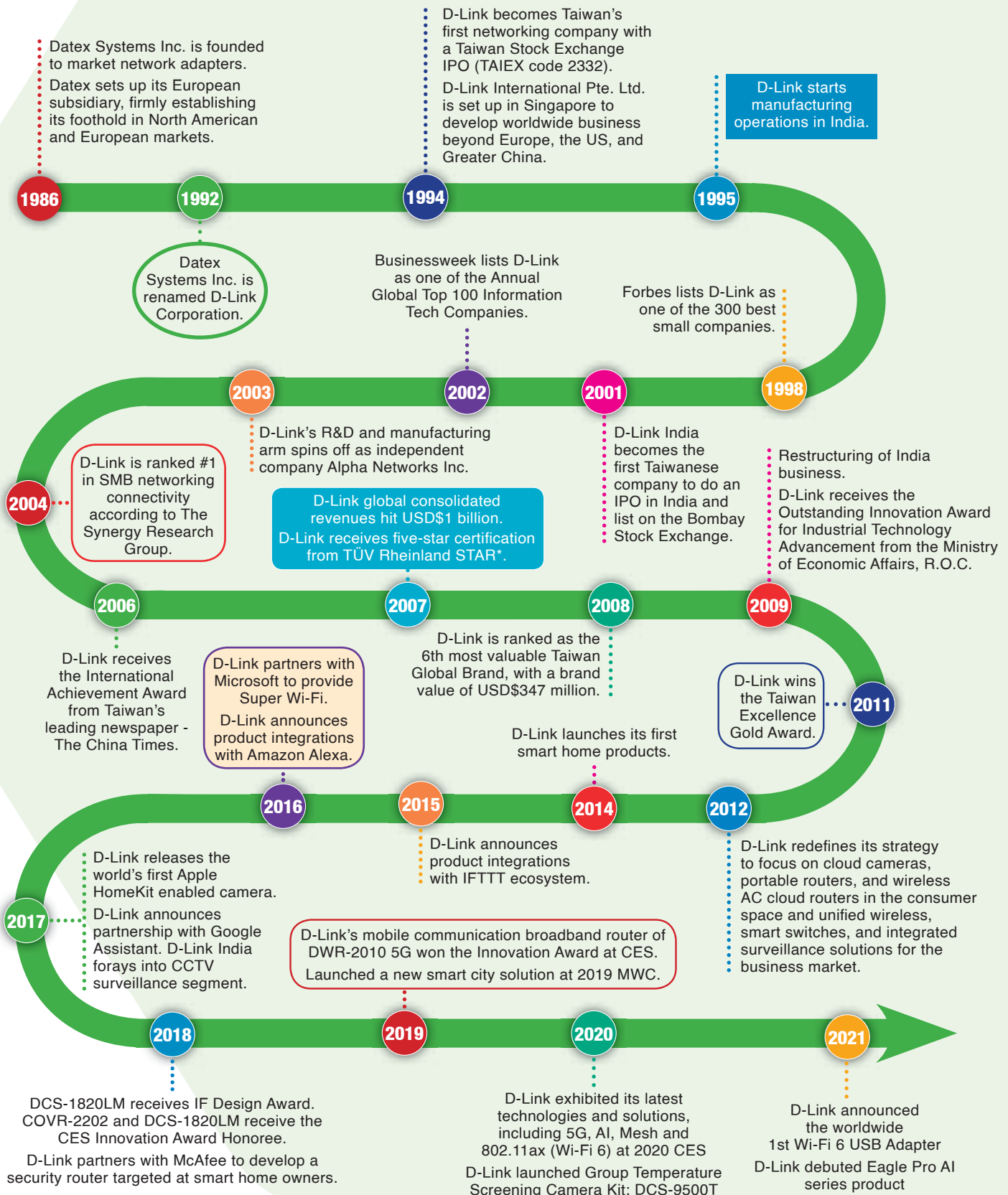
convenient. Our Wi-Fi routers, IP cameras, smart home devices and other products let consumers enjoy richer online experiences and greater peace of mind in the comfort of their homes. Meanwhile our unified network solutions continue to integrate capabilities in switching, wireless, broadband, IP surveillance, and cloud-based network management so that:

- People can connect to richer online experiences with peace of mind,
- Businesses can connect to more customers and profit, and
- Cities can connect to safer, more energy-efficient urban environments.

Whatever your networking needs, D-Link will always provide the latest high-quality technologies and services at affordable prices.

We'll help you Connect to More.

Milestones & Achievements



D-Link (India) Limited

Setting new standards of excellence in networking



D-Link (India) Limited is part of D-Link Corporation which is a global leader in connectivity for homes, small businesses, medium to large sized enterprises and service providers.

The Company's single-minded focus on innovation has led to the introduction of products that provide high-performance and cost-effective solutions to deliver better connectivity, security, efficiency, and cost savings for both home and office. An award-winning designer, developer, and manufacturer, D-Link implements and supports unified network solutions that integrate capabilities in switching, wireless, broadband storage, IP surveillance, cloud-based network management, and structured cabling.

D-Link is a name to reckon with, in the Home and SMB/SME networking space on account of its strong brand recall, heritage, extensive product portfolio, wide spread nationwide distribution network and unparalleled support infrastructure.

D-Link is an end-to-end solution provider, offering products that extend across all areas of network

infrastructure. D-Link's rich and robust product portfolio adds value to businesses at each level of their network infrastructure.

The Company's wide product mix coupled with excellent service support has led to a loyal and rapidly growing customer base over the years. Its channel partners have been a steady companion in this journey, as they have endorsed D-Link with confidence and enthusiasm. As a 'channel centric' organization, D-Link ensures that its partners/re-sellers are an integral part of its trade strategy. This helps them grow, and sustain in dynamic market conditions.

D-Link is aware of its role as an industry leader and role model, adhering to its own brand as the developmental core and is committed to providing customers with an unmatched networking experience through outstanding value, ease of connectivity, and a human touch.

Our Subsidiary: TeamF1 Networks

Developing cutting-edge customized embedded software solutions

Established in 2012 in Hyderabad, TeamF1 Networks Pvt. Ltd. was acquired by D-Link (India) Ltd in 2014 as a



wholly owned, independently operated, subsidiary. TeamF1 Networks is focused on R&D, within the domains of network security, Wi-Fi management, CPE devices and component software provider to many tier-one, Small and Medium Business networking equipment vendors, telcos & ISP's and is based in Hyderabad, India.

TeamF1's mission is to be a pre-eminent supplier of software intellectual property solutions to the embedded systems market through technological innovation, superior quality, and responsive support.

TeamF1 focuses on high-performance Networking, Security, Wi-Fi management, VPN software and all its products/solutions are developed on in-house developed proprietary (TFOS)/Open Source (Debian/Open WRT) platforms. It supports customization, virtualization, solution hardening, and its software platforms are Silicon & ODM agnostic. Its customers can mix and match components, extensions/enhancements and build custom firmware based on their specific deployment needs and use case scenarios.

The completely customised solutions of TeamF1 Networks encompass the breadth of requirements for securely connecting devices: from high-performance routing stacks, hardware accelerated security protocols to intuitive device management, bridging the gap between demand and supply in the network security space.

TeamF1 have vast experience in embedded systems and related technologies and is well equipped to provide firmware to modern networking devices with cutting-edge feature sets, including Ethernet, GPON and ADSI/VDSL.

TeamF1's field-proven firmware is running on millions of devices across India. Across the world, there are thousands of Secure Gateway routers, Cloud/on-site managed Wi-Fi Access point controller solutions running on TeamF1 firmware.

TeamF1's customers include D-Link, Reliance Jio, Radisys. It has earlier worked with Cisco, Netgear & Checkpoint as well. It also has experience of working with silicon vendors like Broadcom, Cavium, Intel, Lantiq, Qualcomm, MediaTek and Marvell. Its OEM/ODM experience includes major players like FiberHome, Foxconn, Cameo, Arcadyan, Sercomm, Skyworth and Alpha Networks.



TeamF1 is well placed to be the perfect fit for local networking product development and manufacturing as Indian OEMs can harness the strength of TeamF1 software to speed up domestic product development. This would also be in line with the Government of India's 'Make in India' drive.

As a company driven by innovation, TeamF1 Networks understands the security needs of each vertical and its team goes the extra mile in providing cutting-edge solutions customized to meet those needs.

Solutions provided by TeamF1 Networks



Consumer Solutions

For everything Wi-Fi, there's D-Link!



Home network is not just about better Wi-Fi. It's about making real connections to all that matters. So, whether it's a first timer setting up his/her very own home network, a power-user who needs faster internet for a gamut of devices, or it may be just expanding Wi-Fi coverage for a growing family, there's a D-Link device that fits every home perfectly. With our Consumer range we let people connect to richer online experience, with great peace of mind. D-Link offers the widest range of Home Networking Solution with – Wi-Fi Router, Wi-Fi Range Extenders, Whole Home Wi-Fi Mesh systems, Adapters, Switches and more.

As a world-leading connected home technology provider we give our consumers a comprehensive range of connected home products which work together to create their ideal smart home. Moreover, we work with certified ecosystems to provide additional support in our products. D-Link is truly laying the foundation for a world that is more connected.

During the year, D-Link introduced new feature rich high-performance Gigabit Router in three new variants, namely DIR-2150, DIR-1950 and DIR-1260 based on lightning fast 11AC Wireless technology with the power to handle



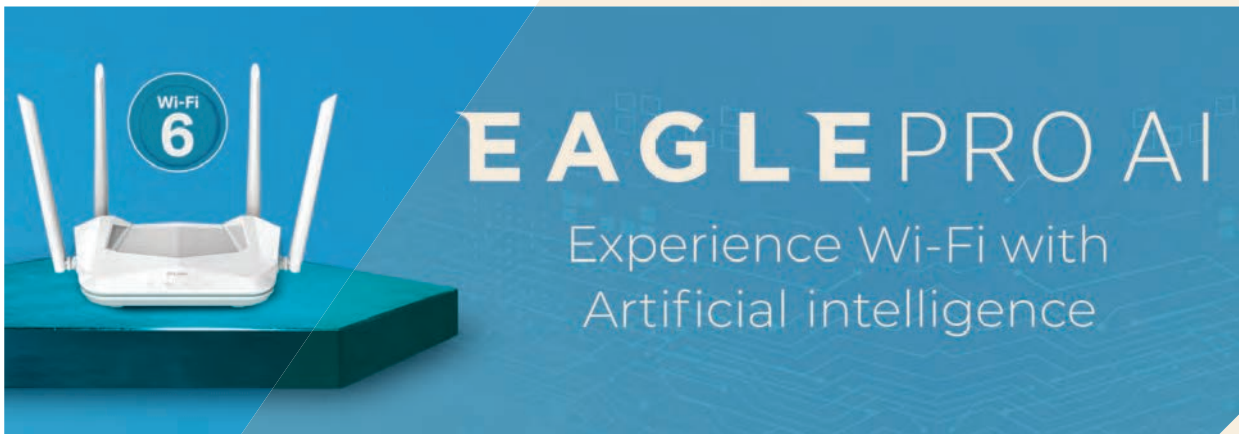
AX5400
Smart Wi-Fi 6 Router



AHD CCTV 4CH H.265+
2MP Lite DVR



DWR-920V Wireless
N300 4G LTE Router



high-bandwidth intensive networking tasks like simultaneously streaming HD media, transferring large files quickly, and allowing fast gaming without lag or buffer. Further we have an extensive line up of Wi-Fi 6 products that are perfect for smart homes filled with bandwidth-hungry devices threatening to devour Wi-Fi capacity. So be it a gaming enthusiast or those professionals Working from Home consuming high bandwidth – D-Link with its Wi-Fi 6 Solution has them sorted.

The launch of EAGLE PRO AI series was the landmark event of the year. Discerning home users know that it is critical to invest in a router that can handle all their modern Smart Home requirements. The EAGLE PRO AI series is built to accomplish just that, with some amazing capabilities for today's Smart Home users. In the very first launch phase of EAGLE PRO AI Series in India, D-Link introduced its R15 model that combines the latest Wi-Fi 6 technology with Artificial Intelligence (AI) for incredible Wi-Fi coverage and speed.

Packed with cutting-edge AI features to keep everyone connected, no matter what they're doing online D-Link EAGLE PRO AI Series optimizes Wi-Fi, keeping network performance at peak all throughout, and allowing users to experience the convenience of AI powered Wi-Fi Network.

The R15 Eagle PRO AI Router is one of its kind, with a host of AI enabled features. The built-in AI Wi-Fi Optimizer continuously scans for the Wi-Fi channel with the least interference to always

offer the best connection. At the same time, the AI Traffic Optimizer prioritizes the most critical internet usage for optimal online experience and stability. AI Parental Control allows parents to be completely in charge of their children's online activity like internet Pause / start, website filtering, managing multiple profiles, internet access scheduling, bedtime scheduling etc. thereby ensuring kids online safety is always prioritized. This Router also features the AI Mesh Optimizer, which strengthens the connection between mesh nodes to deliver seamless and reliable Wi-Fi. Now managing Wi-Fi is easier than ever before with the integrated AI Assistant as it continuously reviews the network and monitors data usage, sending recommendations and weekly reports to the EAGLE PRO AI app. Backed by EAGLE PRO AI App this router brings intelligent one-touch set-up for seamless connectivity, along with a host of AI benefits. What's more, the R15 is compatible with Google Assistant and Amazon Alexa, allowing users to use voice control to manage their network easily and conveniently. D-Link will also expand its EAGLE PRO AI Series with more products featuring AI capabilities, thereby allowing its users to experience the best of Wireless Network.

The 'Passion to Innovate' remains core to the D-Link team. Innovations like the EAGLE PRO AI have made D-Link the trend-setter in the consumer market, and it continues to lead the industry by focusing on innovation and quality.

Enterprise Solutions

Giving your business the competitive advantage



For over 30 years, D-Link has been the preferred partner in creating complete end-to-end networking solutions that deliver real results for your business. D-Link engineers research, design and manufacture innovative, standards-based networking solutions that provide its customers with secure, reliable, easy to manage high-performance networks.

D-Link's Wireless, Switching, IP Surveillance, Security and Cloud Management Solutions deliver best-in-class performance for businesses.



D-Link provides a complete IP Surveillance solution, with a range of Cameras, Network Video Recorders, and network infrastructure. It offers an extensive range of Fast Ethernet, Gigabit and 10 Gigabit Switches to suit every business needs. Its advanced, reliable and robust network security solutions prevent network disruption from internal and external threats like virus attacks, unauthorised intrusion and harmful content and are easy to install, manage and update.

D-Link's Nuclias is an end-to-end solution offering enterprise-grade hardware, software, and reliability needed to provide a seamless connected experience – indoors and outdoors. The power of Nuclias can be leveraged to conveniently and cost-effectively automate, monitor, manage, and scale wireless networks.

During the year, D-Link introduced two Wi-Fi 6 Access Points DAP-X2810 and DAP-X2850, that are designed for smoother and uninterrupted Wi-Fi experience for bandwidth intensive applications,

especially in high density network environments. Empowering Small to Medium sized Businesses, these newly launched Access Points provide far superior speed powered by Wi-Fi 6 and reliability with Nuclias Connect (D-Link's free software platform).

D-Link DAP-X2810 and DAP-X2850 are gen-next devices that incorporate the latest Wi-Fi 6 standard, designed for operation in both the 2.4 GHz and 5 GHz spectrums, provide more reliable and consistent connections over a longer range. In addition to enhanced security with support for WPA3 Enterprise wireless encryption, the new access points also provide PoE support, Airtime Fairness to efficiently share coverage among clients, and Band Steering for efficient traffic management

The new DAP-X2810 is also Wi-Fi 6 enabled, which means that it delivers greater network efficiency, lower latency and nearly two times the capacity of previous Wi-Fi standards.

These newly introduced Wi-Fi 6 Access Points are designed to solve connectivity issues better than ever before for key business sectors that are experiencing a growing number of users and devices.

D-Link continues to broaden its Enterprise product portfolio in its endeavour to position itself as a leading Enterprise networking brand.



D-Link's Nuclias Connect centralized network management platform allows businesses to manage the new access points and optimize operations and productivity. Nuclias Connect is a free, intuitive software-based platform designed for on-premises (Single-site) or private-cloud (Multiple-sites) network management, offering cost-effective scalability and privacy for SMBs, Education Campuses, Government, Enterprises, Hospitality and Retail customers. It offers different levels of flexibility that suits the needs of any business, as one can install Nuclias Connect software on a Windows or Linux computer or host it on a virtual server in the cloud which then allows support for up to 1,500 Access Points.



Distribution and Service Infrastructure

Providing World-Class Support to Customers



Customer satisfaction has always been accorded the highest priority at D-Link and the Company is committed to providing a high standard of service and support to its customers. It has made significant investments in setting up a nationwide distribution and service infrastructure to make its products available as well as meet the customer demand for service.

D-Link (India) Limited ensures that its products and services are accessible throughout the country. The Company goes to the market through multiple channels and its customer base ranges from large corporations to SMBs and SOHOs to individual homes.

D-Link nurtures a partner-centric business model with a strong network of distributors and system integrators spread across the country. The distribution and service network are fully geared, as the Company has invested much time and energy to ensure that they are equipped with extensive knowledge and a thorough understanding of D-Link products, and their capabilities. Imparting relevant training and keeping our support team updated with regular tech developments is key to ensuring a satisfied customer network.

D-Link India's robust distribution structure of 4 National Distributors, 80+ Business Distributors, and over 15000+ resellers ensure that our products are available even in the remotest parts of the country.



To serve our customers in a holistic way, D-Link India has invested in state of-the-art support infrastructure for both consumers and enterprises, which includes 11 D-Link own Service Centers, Partner Collection Points in 220+ cities and logistic support in 500+ cities. D-Link Technical Support Centers (DTSC) is manned by 70+ highly skilled engineers providing L1~L3 support for all our retail and enterprise customers.



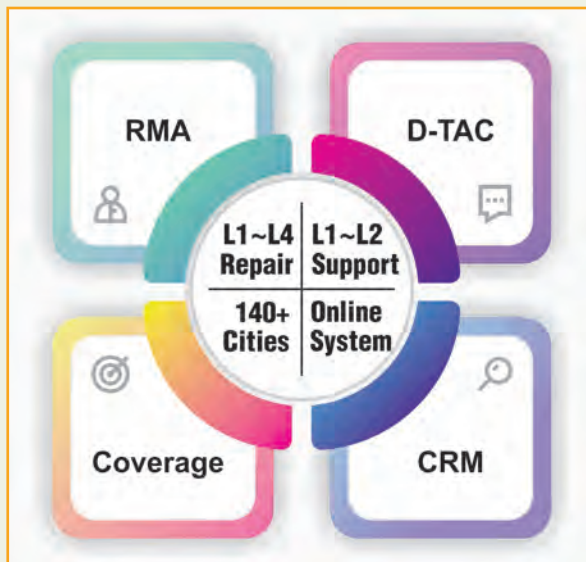
D-Link (India) Limited has launched unique service

programs to meet every demand. For Enterprise there is D-Link Care support program to insure the Customer infrastructure and SLA to manage their operations. For CCTV Products, we have D-Link Express Service to support speedy replacement at their door step.

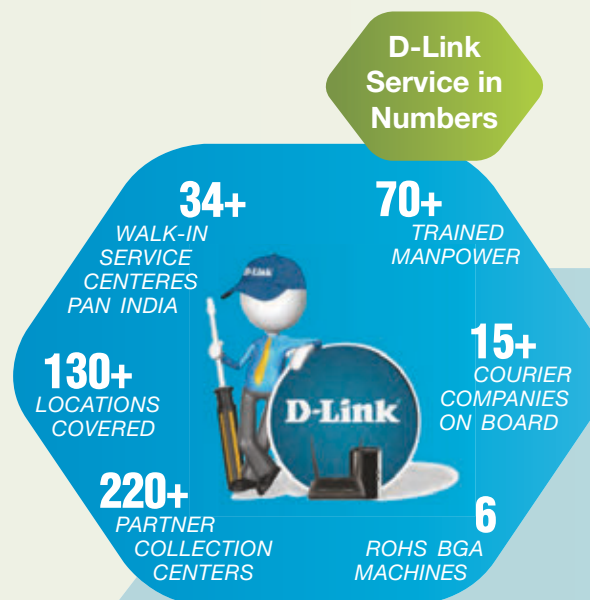


Further, D-Link Technical Support Center (DTSC) is manned by qualified engineers who are ready to address customers' queries with regards to set-up, installation, basic and advanced configuration of all our products. The dynamic support team at DTSC is divided into Level 1, Level 2, and Level 3 category of engineers handling the support needs of all our retail and enterprise customers. Our customers can also interact with the technical experts present across various centers and have hands-on product experience with live demos.

It is a matter of great pride for the organization that its TCE (Total Customer Experience) score has consistently been above 95%. Undoubtedly, the Company's support standards are comparable with the best in the networking domain.



As the market grows and newer and more sophisticated products are introduced, D-Link is further enhancing and extending its service infrastructure to support the growing number of D-Link devices. While competitive pricing is a key attribute for value conscious consumers, increasing product differentiators and providing a high standard of service and support will ensure D-Link's position as a preferred networking solution provider.



Corporate Social Responsibility

Playing the role of a responsible corporate citizen



The objective of the Company's CSR policy is to participate in activities which focuses on Community Care, Healthcare and Education through skill training & livelihood for youth. Through its CSR activities D-Link makes a



constructive contribution to the community and helps in bringing about progressive change in society.

Community Care: D-Link supports organisations that work towards the upliftment of the underprivileged, including people with disabilities.

Healthcare: D-Link works closely with institutions that provide subsidized healthcare service to the socially marginalized and deprived sections of the society.

Education: The Company supports schools and educational institutions that reach out to indigent students and supports them in pursuing their dreams for a better future.



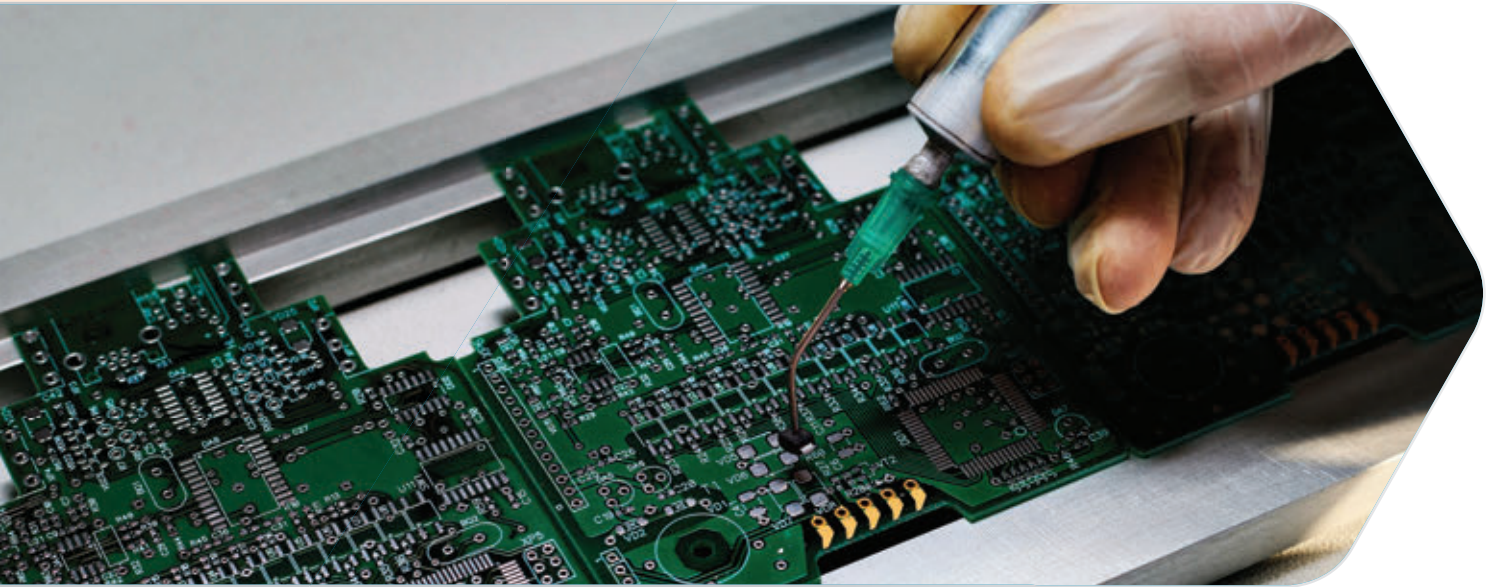
Our healthcare initiatives

- Sponsored a free vaccination drive in association with Surana Hospital and Celebration Sports Club, Lokhandwala, Andheri, Mumbai where a large number of indigent and underprivileged people got vaccinated.
- Donated advanced life support ambulance to Arogya Nidhi, a multispecialty Hospital located in Juhu, Mumbai. The donation was made through Shree Multan Seva Samiti, the implementation agency of the Company.
- Continues to support A.K. Munshi Yojana, a 57-year-old voluntary organization (NGO) which works for the welfare of the weaker sections of society and empowerment of women, children and mentally challenged.
- Contributed to Centro Educador Society towards the construction of a school building Shiksha Sadan located in a rural area of Ponda, Goa.
- Contributed to Lata Mangeshkar Medical Foundation for the acquisition of ultrasonic bone scalpel UBS device with oscillating metal tip developed specifically for bone cutting.
- Sponsored an ambulance for the Lion's Club of Dabolim, Goa.
- Contributed to Dr. Hedgewar Rugnalaya, Dr. Babasaheb Ambedkar Vaidyakiya Pratisthan, Aurangabad, for purchase of medical equipment (laryngoscope and nerve stimulator for anesthesia).
- Sponsored a computer lab for Keshav Smruti High School at Vasco, Goa
- Donated Oxygen Concentrators to Rotary Club of Panaji Mid-Town, Goa
- Donated Power Backup, DG set for Sneha Mandir a home for aged and senior citizens at Ponda, Goa.



Make in India

Gearing Up for the Next Level of 'Make in India'



The 'Make in India' initiative was launched with the primary goal of giving a boost to the manufacturing sector and spur the growth of the economy as well as boost employment opportunities in the country. Led by the Department of Industrial Policy & Promotion, the initiative aims to raise the contribution of the manufacturing sector to 25% of GDP from the present 16% by 2025.

There is a significant transformation taking place in the ICT sector. Adoption of China Plus One Policy along with Production Linked Incentives (PLI) schemes has put local manufacturing in the forefront, and this has led to a global shift toward 'Make in India' products. At D-Link India, we took a conscious decision to commit ourselves wholeheartedly to the 'Make in India' movement. We have made substantial progress in this mission and today the bulk of our products are designed and manufactured in India. We work closely with contract manufacturers and provide them with design and development support. We have cut down imports and steadily increased the share of locally manufactured products. Further our

emphasis on contract manufacturing helps in risk mitigation as well.

We have yet another advantage. Our subsidiary TeamF1 Networks specializes in providing embedded software solutions to hardware manufacturers and are able to assist them in developing products as per our needs.

Our focus on the 'Make in India' mission has been growing steadily. Today, a substantial percentage of our products are sourced through contract manufacturers, and we are targeting to take this share to maximum.

We are committed to taking our support to 'Make in India' to greater heights as contact manufacturing leads to growth in manufacturing sector with multiplier effect on the economic growth and more job creation in our country.

Board of Directors



Hung-Yi Kao
Chairman

Mr. Hung-Yi Kao (Mr. Howard Kao) has over 13 years of experience in the IT industry. Mr. Kao's career started in 2004 with a Start-up Company TelTel as a front-end web developer.

Mr. Kao joined D-Link in 2009 and held roles such as mydlink front-end web developer and product manager for the wireless controller/AP product line. Mr. Kao also worked closely with TeamF1 Networks to co-ordinate operations with D-Link product teams.



Tushar Sighat
Managing Director & CEO

Mr. Sighat has over 31 years of rich experience in the IT industry. He joined D-Link as the CEO in 2011 and played a crucial role in overcoming the turbulent phase of the demerger and winning back the confidence of customers, partners and employees.

As MD & CEO, he is responsible for driving D-Link's growth and plays a strategic role in strengthening its position as a leader in networking industry. Under his dynamic leadership, D-Link has continued to soar to new heights of success and has grown manifold.

Mr. Tushar Sighat is also the Chairman of D-Link's subsidiary, TeamF1 Networks Pvt. Ltd. Industry bodies across the globe have taken note of Mr. Sighat's exemplary leadership capabilities and he has been the recipient of numerous awards including the prestigious 'CEO of the Year' award at the CMO-Asia-World Brand Congress 2014.

His immense understanding of business across various industry segments along with effective leadership, superb management skills, consultative approach and strategic planning, makes him an excellent strategist. Mr. Sighat is a qualified BE in Electronics and Telecom.



Rajaram Ajgaonkar
Independent Director

Mr. Rajaram is a Chartered Accountant in practice with 43 years of post qualification experience. He is also qualified as LLB (Gen) from Government Law College in Mumbai.



Satish Godbole
Independent Director

Mr. Satish Godbole is a Chartered Accountant in practice with 41 years of experience; He is specialized in Company Law, Mergers & Amalgamation and FEMA.



Madhu Gadodia
Independent Director

Ms. Madhu Gadodia, the partner of Naik Naik & Company, is a legal practitioner in the area of Technology Media and Telecommunications (TMT) space and has advised on a number of film productions and major television shows. She has structured investment and production deals for more than 200 films in India.

Madhu has represented clients litigations on copyright, trademark, film certification before Supreme Court, pan India High Courts, CCI and TDSAT.

She has a honors degree in Science and holds a Bachelor's degree in Law. Madhu is an accomplished media commentator.



Mukesh Lulla
Non-Executive Director

Mr. Mukesh Lulla brings to the Board a unique blend of technical expertise and savvy entrepreneurial skills. As a veteran in global technology marketing and business development, he is eminently qualified to shape the high-level direction of the company's technology investments.

He holds a Master's degree in Electrical Engineering from the University of Southern California (USA), and a Bachelor's degree in Electronics Engineering from N.I.T. Surat.

Mr. Mukesh Lulla also co-founded TeamF1 Inc., a leading provider of security software for connected devices. Under his leadership as CEO, TeamF1 grew from a two-person company to a world-wide leader in the security software space. He was responsible for its vision, strategy implementation and execution.

Mr. Mukesh Lulla has been awarded several patents related to programmable silicon and software algorithms in the field of embedded networking technology and security.

Corporate Information

Board of Directors

(as on March 31, 2022)

Mr. Hung-Yi Kao - Non-Executive Chairperson
Mr. Tushar Sighat - Managing Director & CEO
Mr. Mukesh Lulla - Non-Executive Director
Mr. Rajaram Ajgaonkar - Independent Director
Mr. Satish Godbole - Independent Director
Ms. Madhu Gadodia - Independent Director

Committees of the Board

Audit Committee:

Mr. Rajaram Ajgaonkar (Chairman)
Mr. Satish Godbole
Mr. Hung-Yi Kao
Ms. Madhu Gadodia

Nomination & Remuneration Committee:

Mr. Satish Godbole (Chairman)
Mr. Rajaram Ajgaonkar
Mr. Hung-Yi Kao
Ms. Madhu Gadodia

Corporate Social Responsibility Committee:

Mr. Tushar Sighat (Chairman)
Mr. Rajaram Ajgaonkar
Mr. Satish Godbole
Ms. Madhu Gadodia
Mr. Mukesh Lulla

Stakeholders Relationship Committee:

Mr. Satish Godbole (Chairman)
Mr. Rajaram Ajgaonkar
Ms. Madhu Gadodia
Mr. Tushar Sighat

Risk Management Committee:

Mr. Tushar Sighat (Chairman)
Mr. Rajaram Ajgaonkar
Mr. Mukesh Lulla
Mr. Howard Kao

Shareholders Correspondence should be addressed to:

Registered Office & Contact details:

D-Link (India) Limited
Plot No. U02B, Verna Industrial Estate,
Verna, Salcette,
Goa - 403722
Tel: 0832-2885800
Fax: 0832-2885823
E-mail: shares@dlink.co.in

Corporate Information

D-LINK (INDIA) LIMITED
CIN: L72900GA2008PLC005775
Category of the Company: Public Company

Managing Director & CEO:

Mr. Tushar Sighat

Company Secretary & Compliance Officer:

Mr. Shrinivas Adikesar

Chief Financial Officer:

Mr. Vinay Joshi

Statutory Auditors:

BSR & Co. LLP
5th Floor, Lodha Excelus,
Apollo Mills Compound,
N. M. Joshi Marg, Mahalaxmi,
Mumbai – 400 011

Corporate Office:

Kalpataru Square, 2nd Floor,
Unit 24, Kondivita Lane,
Off Andheri Kurla Road,
Andheri (E),
Mumbai - 400059
Tel: +91-22-2921 5700
Fax: +91-22-2830 1901
Website: www.in.dlink.com

Registrar & Transfer Agent:

KFIN Technologies Ltd.
(formerly KFin Technologies Pvt Ltd)
Selenium, Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500032
Toll Free No.: 1-800-309-4001
E-mail: einward.ris@kfintech.com

Directors' Report

To,

The Members,

The Board of Directors of your Company take pleasure in presenting the Fourteenth Annual Report together with Balance Sheet and Statement of Profit and Loss for the financial year ended 31st March 2022.

1. Financial Results (Standalone and Consolidated)

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2022	FY 2021	FY 2022	FY 2021
Revenue from operations	90,383.71	71,067.57	91,832.43	72,654.69
Other income	563.61	597.46	658.19	684.77
Total Revenue	90,947.32	71,665.03	92,490.62	73,339.46
Finance costs	38.27	63.29	49.09	86.40
Depreciation	372.56	386.83	522.48	544.40
Total expenses	85,095.66	67,248.64	86,229.14	68,469.03
PBDIT	5,851.66	4,416.39	6,261.48	4,870.43
PBT	5,440.83	3,966.27	5,689.91	4,239.63
Tax expense	1,394.26	1,034.08	1,461.14	1,104.74
Profit for the year	4,046.57	2,932.19	4,228.77	3,134.89
Earnings per equity share	11.40	8.26	11.91	8.83

The financial statements for the year ended on 31st March 2022 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March 2022.

The consolidated financial statements of your Company for the financial year 2021-22 are prepared in compliance with applicable provisions of the Companies Act, 2013, Ind AS Accounting Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as prescribed by the Securities and Exchange Board of India (SEBI). The audited consolidated financial statement is provided in the Annual Report.

The financial statements of subsidiary, TeamF1 Networks Private Limited (TeamF1) will be made available upon request by any member of the Company interested in receiving this information. The same will also be available at the Registered Office of the Company for inspection during office hours.

2. State of Company's Affairs:

During the financial year 2021-22, your company posted standalone gross revenue of ₹ 90,947.32 as compared to ₹ 71,665.03 lakhs in the previous year. The standalone profit before depreciation and tax stood at ₹ 5,851.66 Lakhs as compared to ₹ 4,416.39 Lakhs in the previous year.

The Profit After Tax for the year 2021-22 was ₹ 4,046.57 Lakhs as against ₹ 2,932.19 Lakhs in the previous year.

The unprecedented health crisis triggered by the COVID-19 pandemic not only posed a significant threat to human life but also impacted livelihood. The operations of the Company were managed in an efficient manner during the year despite the controlled COVID-19 environment. All COVID-19 protocols and compliances have been strictly followed.

During the year under review, there is no change in nature of business. There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in the future. While preparing the financial statements, there has been no treatment different from the Accounting Standards.

3. Dividend and Reserves:

The Board of Directors has decided not to transfer any amount to the General Reserves, out of the profits made during the current financial year.

Your directors have recommended for your consideration the payment of final dividends of ₹ 3/- per share (previous year ₹ 1.80/- per share) for the year ended 31st March 2022 (i.e. @ 150% on the paid-up equity capital) to be paid, if approved at the Fourteenth Annual General Meeting.

4. Share Capital:

During the year under review, the total paid-up share capital of the Company stood at ₹ 71,009,700/- consisting of 35,504,850 equity shares of ₹ 2/- each. The Company has not issued shares with differential voting rights, employee stock options and sweat equity shares. The Company has paid Listing Fees for the financial year 2021-22 to each of the Stock Exchanges, where its equity shares are listed.

5. Details of Subsidiary Company:

TeamF1 Networks Private Limited (TeamF1) is a provider of networking and security software for embedded devices with immense experience. TeamF1 provides network security, WiFi management, CPE turn-key and component software using platform TFOS™. TeamF1 Networks specializes in developing high-performance networking and security software products, which help in future-proofing the digital network connectivity and security roadmap for embedded devices.

TeamF1 earned revenue of ₹1543.30 lakhs as compared to ₹1,674.43 lakhs in the previous fiscal year. The profit before tax stood at ₹249.08 Lakhs as compared to ₹273.36 lakhs in the previous fiscal year.

The Company does not have any material unlisted Indian subsidiary. The Company has formulated a Policy on Material Subsidiary as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and the policy is posted on the website of the Company under the web link <http://www.dlink.co.in/pdf/Material%20Subsidiary%20Policy.pdf>

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiary (in Form AOC-1) is enclosed as **Annexure - I** to this report.

6. Extract of the Annual Return:

The Annual Return of the Company for the financial year ended 31st March 2022 is available in our website under investors section. <http://www.dlink.co.in/corporate/investor/>

7. Directors and Key Managerial Personnel:

a) Details of Directors reappointment at the ensuing Annual General Meeting (AGM):

In pursuance of section 152 of the Companies Act, 2013, at-least two-third of the Directors (excluding Independent Directors) shall be subject to retirement by rotation. One-third of such Directors must retire from office at each AGM and a retiring director is eligible for re-election.

Mr. Tushar Sighat (DIN:06984518) retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment forms part of the AGM Notice.

b) Key Managerial Personnel

The following are the Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act 2013 (the Act):

1. Mr. Tushar Sighat - Managing Director & CEO
2. Mr. Vinay Joshi –Chief Financial Officer
3. Mr. Shrinivas Adikesar - Company Secretary

c) Declaration by Independent Directors:

Pursuant to sub-section (7) of Section 149 of the Companies Act, 2013 read with the rules made thereunder, all the Independent Directors of the Company have given the declaration that they meet the criteria of independence as laid down in sub-section (6) of section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that all Independent Directors of the Company possess requisite qualifications, experience, expertise and they hold highest standards of integrity.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board /Committee of the Company.

8. Number of meetings of Board of Directors:

During the year under review, four meetings of the Board of Directors were held. The details of the meetings of the Board are furnished in the Corporate Governance Report which is attached to this Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Also, pursuant to provisions of part VII of the Schedule IV of the Companies Act, 2013 and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Separate Meeting of Independent Directors was held on 25th March 2022 for transacting the business enumerated under the said provisions.

9. Annual Evaluation of Board:

In pursuance of section 134 (3) (p) of the Companies Act, 2013 read with rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out the performance evaluation of the Board as a whole, and of its Committees and individual directors. A structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance etc.

The Board of Directors took note of the observations on board evaluation carried out during the year.

10. Audit Committee:

In pursuance of Section 177 of the Companies Act, 2013 read with the rules made thereunder and regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly constituted the Audit Committee consisting of 4 Non-Executive Directors with majority being Independent Directors including the Chairman of the Committee. The terms of reference of Audit Committee are as mentioned in Section 177 of the Companies Act, 2013 and part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed terms of reference, constitution and other relevant details of Audit Committee have been given in Corporate Governance Report forming part of this Report.

Further, in terms of section 177 (8) of the Act, it is stated that there were no such instances where the Board of Directors have not accepted the recommendations of the Audit Committee during the year 2021-22.

11. Nomination and Remuneration Committee:

In accordance with Section 178 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules issued thereunder and regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have duly constituted Nomination and Remuneration Committee.

Further, the Board of Directors on the recommendations of the Nomination and Remuneration Committee, have put in place a Nomination and Remuneration Policy of the Company.

The Company's remuneration policy is driven by the success and performance of the individual employees, senior management, executive directors of the Company and other relevant factors including the following criteria;

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and employees.
- Relationship of remuneration to performance is clear and meets appropriate performance industry benchmarks; and
- Remuneration to Directors, and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Senior Management and all other employees is as per the Remuneration Policy of the Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / employees of your Company is set out in "Annexure - II" to this Report.

12. Stakeholders Relationship Committee:

Pursuant to Section 178 (5) of the Companies Act, 2013 and regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has duly constituted "Stakeholders Relationship Committee". The detailed terms of reference, constitution and other relevant details of Stakeholders Relationship Committee has been given in Report on Corporate Governance forming part of this Report.

13. Vigil Mechanism/Whistle Blower Policy:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder, the Company has formulated and implemented Vigil Mechanism / Whistle Blower Policy for disclosing of any unethical behavior, actual or suspected fraud or violation of company's code of conduct and other improper practices or wrongful conduct by employees or directors of the Company. The salient features of the policy have been detailed in the Report on Corporate Governance forming part of this Report. The Vigil Mechanism / Whistle Blower Policy has been posted and is available on the website of the Company at <http://www.dlink.co.in/pdf/Whistle%20Blower%20Policy.pdf>.

During the year under review, the Company through Audit Committee has not received any complaints relating to unethical behavior, actual or suspected fraud or violation of company's code of conduct from any employee or directors.

14. Risk Management Policy:

Pursuant to Section 134 (3) (n) of the Companies Act, 2013, the Company has formulated and implemented the Risk Management Policy. The Audit Committee has oversight in the area of financial risks and controls. The objective of the Risk Management Policy is to identify the risks impacting the business and formulate strategies / policies aimed at risk mitigation as part of risk management. The Company has formed Risk management Committee at the Board Meeting held on 29th May 2021 in compliance with the SEBI LODR Amendment Regulation 2021.

15. Statutory Auditors:

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company had appointed M/s B S R & Co. LLP, Chartered Accountants, (ICAI firm registration no. 101248W/W-100022) ('BSR'), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 10th AGM till the conclusion of 15th AGM.

The Report given by M/s B S R & Co. LLP, Chartered Accountants on the financial statement of the Company for the year 2021-22 is part of the Annual Report. The Auditors' Report does not contain any qualification, reservation or adverse remark. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013.

The Ministry of Corporate Affairs vide its Notification dated 7th May 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting.

16. Cost Audit:

During the relevant period for the purpose of Section 148 of the Companies Act, 2013 read with the rules made thereunder, maintenance of cost records and requirement of cost audit are not applicable for the business activities carried out by the Company.

17. Secretarial Audit Report:

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors had appointed Mr. Shivaram Bhat, Practicing Company Secretary as Secretarial Auditor of the Company for the financial year 2021-22 for conducting the Secretarial Audit as required under the provisions of Companies Act, 2013.

The Secretarial Audit Report given by Mr. Shivaram Bhat in Form No. MR-3, is annexed as **Annexure – III** to this report. There is no qualification, reservation or adverse remark in secretarial audit report.

18. Deposits:

During the year under review, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

19. Particulars of loans, guarantees or investments:

During the year, the Company has not granted any loans to or provided any guarantees or securities under Section 186 of the Companies Act, 2013.

20. Particulars of contracts or arrangements with related parties:

The Company is a subsidiary of D-Link Holding Mauritius Inc. and is a part of D-Link Corporation. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and neighboring countries. The products are imported from D-Link Corporation and its Subsidiaries. All Related Party Transactions that were entered during the financial year under review were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. All Related Party Transactions are placed before the Audit Committee for prior approval.

The disclosures as required under AS-18 have been made in Note 40 to the standalone financial statements. The particulars of contracts or arrangements entered by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 have been disclosed in Form No. AOC-2 which is annexed as **Annexure – IV**.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.dlink.co.in/pdf/RELATED%20PARTY%20POLICY.pdf>

21. Details on Internal Financial Controls related to Financial Statements:

Your Company has put in place adequate internal financial controls with reference to the financial statements for the fiscal 2021-22. In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

22. Material Changes and Commitments, if any, affecting the Financial Position of the Company:

No material changes and commitments affecting the financial position of the Company occurred during the financial year and till the date of this Report.

23. Prevention and Redressal of Sexual Harassment at Workplace:

The Company has formulated and implemented a policy on prevention, prohibition and redressal of sexual harassment of women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the rules made thereunder. The Company has also constituted Internal Committee as per requirements of the above Act.

During the financial year 2021-22, the committee has neither received any complaints nor were any cases pending as of 31st March 2022.

24. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Your Company is primarily engaged in Marketing and Trading activities and has not consumed energy of any significant level and no additional investment is required to be made for reduction of energy consumption. Adequate measures have, however, been taken to conserve energy by way of optimizing usage of power.

B) Technology absorption:

Your Company continues to use the latest technologies for improving the quality of the products offered. Since your Company is involved in the Wholesale Distribution of Networking Products, there is no expenditure incurred on research and development.

C) Foreign exchange earnings and outgo:

Total foreign exchange earnings and outgo is given below;

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2021-22
<i>Expenditure in Foreign Currency</i>		
CIF & FOB value of imports	28,437.61	30,530.70
Royalty	706.28	1,065.19
Reimbursement of Service charges	218.16	175.27
Dividend Paid	181.15	326.06
Others	36.43	2.69
Total	29,579.63	32,099.91
<i>Earning in foreign Currency</i>		
CIF & FOB value of Exports	1,875.80	1,028.77
Reimbursement income	1.87	-
Total	1,877.67	1,028.77

25. Corporate Social Responsibility (CSR):

Pursuant to Section 135 of the Companies Act, 2013 read with rules made thereunder, your company has constituted a Corporate Social Responsibility Committee (CSR Committee) and has also formulated CSR Policy in accordance with the Act.

The Company was required to spend ₹84.07 Lakhs for the Financial Year 2021-22 towards Corporate Social Responsibility (CSR) activities. During the year under review, the Company has allocated and spent the entire eligible amount on various CSR projects. The Annual Report on Corporate Social Responsibility (CSR) are set out in **Annexure-V**.

The CSR Policy of the Company has been posted on the website of the Company at:

<http://www.dlink.co.in/corporate/investor/pdf/CSR-Policy.pdf>

26. Details of Significant and Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future:

There was no significant and material order passed by any regulator or court or tribunal impacting the going concern status of the Company and its future operations.

27. Business Responsibility Report

In compliance with Regulation 34(2)(f) of SEBI LODR Regulations, your Company has included Business Responsibility Report ("BRR"), as part of the Annual Report, describing initiatives taken by the Company from an environmental, social and governance perspective.

28. Management Discussion and Analysis Report:

The Management Discussion and Analysis including the result of operations of the Company for the year, as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is appended to this Report.

29. Corporate Governance:

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Corporate Governance as well as the Auditors' Certificate regarding compliance of conditions of Corporate Governance forms a part of this Report.

30. Transfer of dividend and underlying shares to Investor Education and Protection Fund:**a) Transfer of unclaimed dividend:**

The Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ('the IEPF'). Accordingly, ₹ 1.29 Lakhs for FY 2013-14 declared during the FY 2014-15 which remained unpaid or unclaimed was transferred to the IEPF Authority in FY 2021-22.

b) Transfer of shares to IEPF

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the Company has transferred 3753 Equity Shares of face value of ₹2/- each to the demat account of the IEPF Authority during FY 2021-22. The Company had sent notice to last known address to the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisement in this regard.

The eligible members are requested to submit claim with the IEPF Authority by online application in the prescribed web-Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with requisite documents enumerated in the web-Form IEPF-5. No claims shall lie against the Company in respect of the amounts so transferred.

31. Directors' Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022 and of the profit of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) the directors had prepared the annual accounts on a going concern basis.
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. Acknowledgements:

The Directors wish to convey their appreciation to Business Associates, Business Distributors / Partners and Bankers for their support and contribution during the year. The Directors thank the Company's employees for their hard work and customers, vendors, investors, for their continued support.

For and on behalf of the Board of Directors

Tushar Sighat
Managing Director & CEO
DIN: 06984518

Satish Godbole
Director
DIN: 02596364

Mumbai, Dated: April 26, 2022

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Amount in ₹ Lakhs)

Sl. No.	Particulars	Details
1	Name of the subsidiary Company	TEAMF1 NETWORKS PRIVATE LIMITED
2	The date since when subsidiary was acquired	May, 2014
3	Reporting period for the subsidiary if different from the holding company's reporting period	Not Applicable
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
5	Share capital	1.05
6	Reserves & surplus	1,681.96
7	Total assets	1853.34
8	Total Liabilities	170.33
9	Investments	1193.76
10	Turnover	1,543.30
11	Profit before taxation	249.08
12	Provision for taxation	66.88
13	Profit after taxation	182.20
14	Proposed Dividend	Nil
15	% of shareholding	99.99%

Notes:

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil

Part "B": Associates and Joint Ventures

There are no other associates or joint ventures of the Company.

For and on behalf of the Board of Directors

Tushar Sighat
Managing Director & CEO
DIN: 06984518

Satish Godbole
Director
DIN: 02596364

Vinay Joshi
Chief Financial Officer
Membership No. 102223

Shrinivas Adikesar
Company Secretary
Membership No. A 20908

Mumbai, Dated: April 26, 2022

Managerial Remuneration

Annexure II

Details pursuant to the provisions of section 197(12) of the Companies act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2021-22 is as below;

Sr. No.	Name of the Director	Ratio of remuneration of director to the Median remuneration
1	Mr. Hung-Yi Kao	1.03:1
2	Mr. Tushar Sighat	52.51:1
3	Mr. Mukesh Lulla	0.7:1
4	Mr. Rajaram Ajgaonkar	1.35:1
5	Mr. Satish Godbole	1.21:1
6	Ms. Madhu Gadodia	1.21:1

- b) the percentage increase in remuneration of each Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021-22;

Sr. No.	Name of the Director	Increase %
1	Mr. Tushar Sighat	22.6
2	Mr. Vinay Joshi	25.5
3	Mr. Shrinivas Adikesar	27.3

- c) Increase in median remuneration of the employees in the financial year 2021-22 is 11.62 %
- d) There were 279 permanent employees on the rolls of company as on March 31, 2022.
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof;
- 14.59% increase in average remuneration of all employees excluding managerial persons in the financial year 2021-22 as compared to the financial year 2020-21.
- f) Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of the Company.
- g) The statement of the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors

Tushar Sighat
 Managing Director & CEO
 DIN: 06984518

Satish Godbole
 Director
 DIN: 02596364

Mumbai, Dated: April 26, 2022

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To the Members,

D-LINK (INDIA) LIMITED.

Plot No. U02B, Verna Industrial Estate,
 Verna, Salcette, Goa - 403 722

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **D-LINK (INDIA) LIMITED**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2022 (hereinafter referred to as the "Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (provisions of external commercial borrowing and Overseas Direct Investment not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(Not applicable to the Company during the audit period)*;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 *(Not applicable to the Company during the audit period)*;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(Not applicable to the Company during the audit period)*;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 *(Not applicable to the Company during the audit period)*; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(Not applicable to the Company during the audit period)*.
- vi. As confirmed and certified by the management, there are no sector specific laws applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including Women Director as prescribed. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings including committees thereof along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors.

The decisions were carried unanimously.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company is having pending litigation as disclosed in Note No.36 to the financial statements.

Place : Panaji, Goa

Date : April 26, 2022

Shivaram Bhat
Practising Company Secretary
ACS10454 CP7853 PR1775/2022
 UDIN: A010454D000211787

This Report is to be read with my letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2022 pertaining to Financial Year 2021-22.

'ANNEXURE A'

(My report of even date is to be read along with this Annexure.)

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Panaji, Goa

Date : April 26, 2022

Shivaram Bhat
Practising Company Secretary
ACS10454 CP7853 PR1775/2022
 UDIN: A010454D000211787

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: - Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis;

Sr. No.	Name(s) of the related parties	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	D-Link Corporation	Ultimate Holding Company & Fellow Subsidiary.	Purchase/ Sale of traded goods or materials, Services and payment of Royalty.	The Transactions are ongoing.	The transactions are in the ordinary course of business and at arm's length considering that transactions are entered into as per transfer pricing arm's length norms. For value and other details refer note 40 of the standalone Financial Statement.	The Board of Directors and Audit Committee approved the transactions at their meetings held on June 27, 2020 and May 29, 2021.	Nil
2.	D-Link International Pte. Ltd.						

For and on behalf of the Board of Directors

Mumbai, Dated: April 26, 2022

Tushar Sighat
 Managing Director & CEO
 DIN: 06984518

Satish Godbole
 Director
 DIN: 02596364

Annual Report on CSR Activities

Annexure - V

1. Brief Outline of CSR Policy

The Board of Directors upon the recommendation of the Corporate Social Responsibility Committee have identified the areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities:

D-Link believes in inclusive growth to facilitate creation of a value-based and empowered society through continuous and purposeful engagement of society around. Our commitment to CSR is focused on initiatives that make a constructive contribution to the community and encourage sustainable development. The projects/programmes may be undertaken by an Implementation Agency or the Company directly provided that such projects/programmes are in line with the activities enumerated in Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee for the year ended March 31, 2022

The Corporate Social Responsibility (CSR) Committee comprises of the following members:

Name of the Director		Category	Corporate Social Responsibility Committee meetings			
			May 29, 2021	July 31, 2021	November 1, 2021	February 5, 2022
Mr. Tushar Sighat	Chairman	Executive Director	√	√	√	√
Mr. Mukesh Lulla	Member	Non-Executive Director	√	√	√	√
Mr. Rajaram Ajgaonkar	Member	NED & Independent Director	√	√	√	√
Ms. Madhu Gadodia	Member	NED & Independent Director	√	√	√	√
Mr. Satish Godbole	Member	NED & Independent Director	√	√	√	√

3. The detailed Corporate Social Responsibility Policy is available on the website of the Company at <http://www.dlink.co.in/pdf/CSR-Policy.pdf>

4. Impact assessment of CSR project: **Not Applicable.**

5. Details of the amount available for set off and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount Available for set-off From Preceding Financial Year (in ₹)	Amount required to be set-off for Financial Year (in ₹)
1	2021-22	-	-

6. Average Net Profits

The average profits, i.e. profits before tax of the Company during the three immediately preceding financial years was ₹ **4,203.32 Lakhs**

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ **84.07 Lakhs**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year: **Nil**

(c) Amount required to be set off for the financial year, if Any: **Nil**

(d) Total CSR obligation for the financial year (7a+7b- 7c): ₹ **84.07 Lakhs**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹84.10 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.												
2.												

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	COVID -19 Vaccination	Promoting Healthcare	Yes	Mumbai	Maharashtra	₹ 5.37 Lakhs	Yes	Surana Hospital	NA
2	Dialysis machines	Promoting Healthcare	Yes	Mumbai	Maharashtra	₹ 8.92 Lakhs	No	Lions Club Dahisar	CSR00015186
3	Help to differently abled Children	Promoting Education	Yes	Mumbai	Maharashtra	₹ 14.25 Lakhs	No	A K Munshi Yojana General	CSR00009122
4	Medical equipment for Dinanath Hospital	Promoting Healthcare	Yes	Pune	Maharashtra	₹ 25.55 Lakhs	No	Lata Mangeshkar Medical Foundations	CSR00001393
5	Shiksha Sadan School Building	Promoting Education	Yes	South Goa,	Goa	₹ 10.00 Lakhs	No	Centro Educador Society	CSR00018391
6	Ambulance and medical aid to poor	Promoting Healthcare	Yes	South Goa,	Goa	₹ 10.00 Lakhs	No	Lions Club Dabolim	CSR00023176
7	Medical Equipment Automatic Tissue Processor at Dr. Hegdewar Hospital	Promoting Healthcare	Yes	Aurangabad	Maharashtra	₹ 10.00 Lakhs	No	Dr Ambedkar Pratistan Hegdewar Hospital	CSR00000181

(d) Amount spent in Administrative Overheads: **Nil**(e) Amount spent on Impact Assessment, if applicable: **NA**(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ **84.10 lakhs**

(g) Excess amount for set off, if any

No.	Particular	Amount (in ₹ lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	84.07
(ii)	Total amount spent for the Financial Year	84.10
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.03
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.03

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2020-21	-	₹52.50 lakhs				₹1.5 lakhs*
	Total	-	₹52.50 lakhs	-	-	-	₹1.5 lakhs

* Amount allocated and transferred to separate Unspent CSR Bank Account.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹ lakhs)	Amount spent on the project in the reporting Financial Year (in ₹ lakhs)	Cumulative amount spent at the end of reporting Financial Year. (in ₹ lakhs)	Status of the project - Completed / Ongoing.
1		A. K. Munshi Yojana	FY 2020-21	2 Years	6.00	6.00	6.00	Completed
2		Savitribai Phule Mahila Ekatma Samaj Mandal	FY 2020-21	2 Years	13.50	13.50	13.50	Completed
3		Rotary Club Of Panaji Mid-Town	FY 2020-21	2 Years	15.00	15.00	15.00	Completed
4		Masina Hos-pital	FY 2020-21	2 Years	10.00	10.00	10.00	Completed
5		Adarsh Na-gar Nagrik Seva Samiti	FY 2020-21	2 Years	1.50	Nil	Nil	Ongoing
6		HSNCB - R.D. & S.H. National College & S.W.A. Sci-ence Col-lege	FY 2020-21	2 Years	8.00	8.00	8.00	Completed

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s): **NA**

(b) Amount of CSR spent for creation or acquisition of capital asset.: **NA**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **NA**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **NA**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

For and on behalf of the Board of Directors

Tushar Sighat
Chairman CSR Committee
DIN: 06984518

Satish Godbole
Member, CSR Committee
DIN: 02596364

Mumbai, Dated: April 26, 2022

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sl. No.	Particulars	Details
1.	Corporate Identity Number	L72900GA2008PLC005775
2.	Name of the Company	D-Link (India) Limited
3.	Registered Address	Plot No. U02B, Verna Industrial Estate, Verna, Salcette, Goa - 403722
4.	Website	https://in.dlink.com
5.	Email ID	shares@dlink.co.in
6.	Financial Year Reported	2021-22
7.	Sector that the Company is engaged in	Wholesale of computers, computer peripheral equipment and software (Trading of Networking Products).
8.	List key products/services that the Company provides:	Wholesale trading and distribution of IT Networking products and providing services relating to networking products
9.	Total number of locations where business activity is undertaken by the Company:	i. Number of international locations : Nil ii. Number of national locations: The Company is headquartered in Mumbai and having its registered office in Goa and Sales and Marketing offices, Delhi, Kolkata, Bangalore, Chennai, Cochin, Pune, Ahmadabad, Hyderabad, Indore, Chandigarh, and Orissa. The Company also has RMA repair centers in major cities.
10.	Markets served by the Company:	The Company is in the business of trading and Marketing of Networking Products in the territory of India and SAARC region, providing after sales services for the products sold by the Company.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sl. No.	Particulars	Details
1.	Paid Up Capital	35,504,850 Equity Shares of ₹ 2/- each
2.	Total Turnover	₹ 90,947.32/- (On standalone basis)
3.	Total profit after taxes	₹ 4,046.57 /- lakhs (On standalone basis)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after tax:	During the current financial year, the CSR spending was 84.10/- lakhs constituting 2.08% of the profit after tax. The details of expenditure can be accessed in the CSR report which is annexed to the Boards' Report.
5.	List of activities in which expenditure in SI No. 4 above has been incurred	<ul style="list-style-type: none"> • Providing education • Promoting healthcare and welfare of the weaker section • Disaster Management More details on CSR expenditure can be accessed in the CSR report which is annexed to the Board's Report.

SECTION C: OTHER DETAILS

Sl. No.	Particulars	Remark
1.	Does the Company have any subsidiary company / companies?	Yes, the Company has 1 [one] direct subsidiary.
2.	Do the subsidiary company/companies participate in the Business Responsibility [BR] initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s)	Yes, the subsidiary earning profits support the BR initiatives of the Company.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?	No other entities that the Company does business with, participate in its BR initiatives.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION**1. Details of Director/Directors responsible for BR**

- a) Details of the Director/Directors responsible for the implementation of BR policy/policies:

No Director has been specifically nominated for being responsible for the BR policy/procedure.

The Corporate Social Responsibility (CSR) Committee of the Board comprising of Mr. Tushar Sighat, Managing Director & CEO - Chairman of the Committee, Mr. Rajaram Ajgaonkar, Mr. Satish Godbole, Ms. Madhu Gadodia and Mr. Mukesh Lulla drive the social responsibility initiatives.

- b) Details of the BR head:

Sl. No.	Particulars	Remark
1.	DIN	06984518
2.	Name	Tushar Sighat
3.	Designation	Managing Director & CEO
4.	Telephone Number	022 – 2921 5700
5.	E-mail ID	shares@dlink.co.in

2. Principle-wise (as per NVGs) BR Policy / Policies

- (a) Details of compliance (Reply in Y/N)

Sl. No.	Questions	P	P	P	P	P	P	P	P	
		1	2	3	4	5	6	7	8	9
1	Do you have a policy/policies for the BR principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Yes. All the policies are being formulated in consultations with the relevant stakeholders. As per the Statutory Requirements, mandatory policies are made available to the public through the website of the Company.								
3.	Does the policy confirm to any national /international standards? If yes, specify? (50 words)	All the policies are framed in line with the Statutory Requirements and hence, they adhere to the National Voluntary Guidelines (NVGs) issued by the Ministry of Corporate Affairs.								
4.	Has the policy being approved by Board? Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Wherever necessary, the policies are placed before the Board and requisite approvals obtained.								
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Yes								
6.	Indicate the link for the policy to be viewed online?	Internal policies are available for employees only. For other policies please refer to the link: https://in.dlink.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Internal stakeholders are made aware of the policies. External stakeholders are communicated to the extent applicable to the stakeholders. The policies are also uploaded on the website of the Company for easy access.								
8.	Does the company have in-house structure to implement the policy/policies.	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes, all stakeholders' grievances may be addressed to shares@dlink.co.in								
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policies are reviewed by the Board from time to time. Further, the policies and their compliance are also reviewed internally and whenever necessary, by external agencies periodically.								

(b) If answer to the question at S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sl. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

Not applicable

3. Governance related to Business Responsibility

Sl. No.	Particulars	Remark
1.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	The Board and the CSR Committee assess the performance on a yearly basis. Further, in line with the requirements of the Companies Act, 2013, the Board has constituted the CSR Committee which formulates the CSR Policy and also approves CSR expenditure to be incurred on CSR activities. The Committee ensures that the expenditure is made for the right cause.
2.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company has published the Business Responsibility Report annually. The Business Responsibility Reports have been made part of the Company's Annual report. BR report can be accessed through the Company website: https://in.dlink.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Ethics, Transparency & Accountability

Sl. No.	Particulars	Remark
1.	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	We focus on long-term value creation without compromising on the integrity, as our actions are governed by our values and principles as envisaged in the Code of Conduct reinforced at all levels of the organization. The Company has a Code of Conduct to address ethics, bribery and corruption related matters. In addition, the Company has a vigil mechanism which monitors the ethical behaviour of the stakeholders and also alerts the top management of the Company to tap the gaps, if any, in the system.
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	The Company has a dedicated e-mail ID to which the stakeholders may address their queries. The Legal & Secretarial Department caters to the needs of the investors. A summary of the complaints received and resolved during the year is provided in a separate section of the Corporate Governance Report attached to the Director's Report. As at the end of the financial year there was no query pending which needs to be addressed.

Principle 2: Product Lifecycle Sustainability & Safety

Sl. No.	Particulars	Remark
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Given the nature of our business, the Company can consider the following three 'products': (i) The Company is into the business of distribution of IT networking products and after sales services and its subsidiary is into development of software. The Company is fully committed to environmental protection by distribution of RoHS (Reduction of Hazardous Substances) compliant products to its dealers. RoHS compliance is an integral part of our process and we have ensured that the vendor supplies RoHS compliant products. (ii) The Company takes necessary steps towards safe disposal of E-waste at the end of the life cycle of such products. The Company is channelizing the e-waste generated through authorized recyclers as specified under E-waste management rules. (iii) The Company distributes its 'products' in a way that they comply with the mandatorily required standards under the requisite laws.
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	The Company is into trading and distribution of IT networking products, does not consume significant energy, water, raw material, power etc. However, we are consciously working towards; - optimum utilization of water and other natural resources - Installing CFL and other low energy consuming office equipment - Restricting usage of printers /copiers.
3	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs were sourced sustainably? Also provide details thereof, in about 50 words or so.	Yes. The Company has set procedures to select suppliers, contractors and service providers based on their competence and capability to perform and being in compliance with the Company's Code of Conduct which includes health and safety, environment, ethics and integrity and working conditions among others. As a guiding principle, the Company prefers to do business with compliant and sustainable suppliers. The Company is in the distribution business and is not involved in production/manufacturing activities, hence it is not required to source any raw materials. The detailed percentage is not quantifiable.
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Yes, to the extent possible the goods are procured from local and small producers. The Company maintains an equitable balance for sourcing its raw materials and finished products. Further, it procures packing materials from local and small producers enabling growth of small players in the market.
5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.	The Company is in the trading and marketing business and is not involved in production/manufacturing activities, hence it is not required to source any raw materials. The obsolete products are disposed through authorized e-waste recyclers.

Principle 3: Employee Well Being

Sl. No.	Particulars	Remark
1	Please indicate the Total number of employees.	As on 31 st March 2022, the Company had 279 employees.
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	The Company employs 279 individuals of which 20 are hired on a contract basis. The Company also hires labours on casual basis depending on the requirement on an average of 50 employees on monthly basis.
3	Please indicate the Number of permanent women employees.	The Company had 33 permanent women employees as on 31 st March 2022.
4	Please indicate the Number of permanent employees with disabilities	Nil
5	Do you have an employee association that is recognized by management?	Presently, the Company does not have any employee association. However, the employees are not discouraged from forming associations.
6	What percentage of your permanent employees are members of this recognised employee association?	Not Applicable
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	<p>The Company does not employ child labour, forced labour or involuntary labour.</p> <p>The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder. Any concerns will be addressed in accordance with the procedures laid down in the policy. Internal Complaints Committee (ICC) has been structured to address POSH related issues.</p> <p>The Company did not receive any complaints relating to child labour, forced labour, involuntary labour or sexual harassment from the employees of the Company during the last financial year</p>
8	<p>What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?</p> <ul style="list-style-type: none"> • Permanent Employees • Permanent Women Employees • Casual/Temporary/Contractual Employees • Employees with Disabilities 	<p>The Company makes investment in employees' continuous learning. Regularly provides various webinars online updating the employee's technical skills.</p> <p>The Company provides the best platform for its employees to upgrade their skills through various Webinars. The Company conducted various webinars and online training on ethics during COVID-19 lockdown.</p> <p>Apart from the above, the Company provides access to D-Link's training and certification program as a part of the management initiative to promote D-Link technology and respond to market demands. D-Link Academy will help to educate employees, customers, channel partners, and students about D-Link solutions and technology. This training and certification program will train users and increase their knowledge in networking. D-Link strives to create the best training and certification program for its users to enhance their knowledge and give them an advantage in the market place.</p> <p>D-Link is committed to its channel partners and employees. As a networking leader, we educate our employees and work together with channel partners to develop future network professionals. D-Link Academy trains its users through certifications, workshops and seminars.</p>

Principle 4: Stakeholder interest & Engagement

Sl. No.	Particulars	Remark
1	Has the company mapped its internal and external stakeholders? Yes/No	Yes, the Company has mapped its internal and external stakeholders. The key stakeholders of the Company include its Customers, Regulatory Authorities including Government, Employees, Vendors, Contractors, Bankers, Investors and Shareholders.
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders	The Company considers all its stakeholders in its business value chain significant and no one is considered as disadvantaged, vulnerable and marginalized.
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Not applicable

Principle 5: Human Rights

Sl. No.	Particulars	Remark
1	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers /Contractors /NGOs/Others?	The Company remains committed to respect and protect human rights. Company does not have a specific policy on human rights. However, it has a Code of Conduct which regulates practices relating to the non-employment of child labour, assuring safety measures etc. This Code is applicable to the Company, its subsidiaries as well as to the contractors engaged by the Company.
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?	No complaints were received by the Company on human rights violations.

Principle 6: Preservation of Environment

Sl. No.	Particulars	Remark
1	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors /NGOs/others.	The Company has its own set of principles when it comes to utilising natural and manmade resources. The same principles are being extended to group companies.
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	The Company's policy on environment encourages conduct of business with minimal impact on environment. The Company believes that the operations should not adversely affect the environment, the ecological balance and life support functions. The Company, being a distributor of IT products, has E-Waste as the only source from its operations that impact the environment. The Company has taken cognizance of the environmental impact from the waste thus generated and has put in place mechanism to ensure safe handling and proper disposal of e-waste. The details of initiatives for proper channelization of e-waste during the financial year can be accessed through https://in.dlink.com

Sl. No.	Particulars	Remark
3.	Does the company identify and assess potential environmental risks? Y/N	Yes, the Company has identified potential risks with the business functions. The Company has taken cognizance of the potential environment risk identified from the e-waste generated, through distribution of IT products. The Company has put in place effective system to identify the products as e-waste after their "end-of-life". We take conscious measures to mitigate the potential risks by disposing the waste in an environment-friendly manner.
4.	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Yes the Sustainability Report addresses the clean development mechanism.
5.	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	The Company is operating in trading and marketing of networking products. The Company makes use of various energy efficient equipment.
6.	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Not Applicable, as the Company does not emit/generate any effluents/pollutants.
7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil

Principle 7: Responsible Advocacy

Sl. No.	Particulars	Remark
1.	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	Yes the Company is a member of Goa Chamber of Commerce and Industry and MAIT New Delhi.
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes the Company works for the advancement of public good along with our industry colleagues. Such work mainly involves creating a framework for sustainable business development in this industry. The Company has been providing suggestions to overcome the challenges faced by Customs Clearance and logistics.

Principle 8: Inclusive Growth & Equitable Development

Sl. No.	Particulars	Remark
1.	Does the company has specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes such details are given in CSR Report attached to the Director's Report.
2.	Are the programmes / projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?	The CSR projects of the company are carried out in association with various Public Charitable Trusts, Association and Charitable Societies.
3.	Have you done any impact assessment of your initiative?	The Company conducts impact assessment of the initiatives. The same would be reviewed by the Corporate Social Responsibility Committee and its recommendations are being implemented. All programs are monitored and evaluated for progress by dedicated in-house teams on a continuous basis.

Business Responsibility Report

Sl. No.	Particulars	Remark
4.	What is your company's direct contribution to community development projects Amount in INR and the details of the projects undertaken.	The Company spent ₹ 84.10 lakhs towards its CSR initiatives during 2021-22. Details of the projects undertaken are: i. Promoting preventive healthcare and sanitation. ii. Promoting education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. iii. Disaster Management – COVID-19 For further details, please refer to the Annual Report on CSR and the CSR Report.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Community development programmes of the Company are focused to create economic well-being of the poor and physically disabled people by providing better infrastructural facilities, amenities, education and medical equipments etc.

Principal 9: Customer Value

Sl. No.	Particulars	Remark
1.	What No. of customer complaints/consumer cases were pending as on the end of financial year.	There were no customer complaints/consumer cases pending at the end of financial year.
2.	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)	The goods procured locally does not require any product labeling by the Company, whereas the goods imported will contain the label affixed, with requisite information as required under Legal Metrology (Packaged Commodities) Rules, 2011. In respect of products imported by the Company, it ensures appropriate disclosure of the details of the product in the package as mandated by law and in the case of goods procured locally, such requirement is mandated on the respective domestic manufacturer/importer, as the case may be.
3.	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No such instances were filed by any stakeholder during the last five years.
4.	Did your company carry out any consumer survey/ consumer satisfaction trends?	The Company regularly meets its distributors, partners and System Integrators personally and gathers the information of the business community. The sales team has regular interaction with the dealers & takes the customer satisfaction feedback periodically to understand the requirement and expectation of the customers.

For and on behalf of the Board of Directors

Mumbai, Dated: April 26, 2022

Tushar Sighat
Managing Director & CEO
DIN: 06984518

Satish Godbole
Director
DIN: 02596364

Management Discussion and Analysis Report

INDUSTRY OVERVIEW

Global Economic Scenario

The global economic recovery is facing significant headwinds amid new waves of COVID-19 infections, persistent labour market challenges, lingering supply-chain challenges and rising inflationary pressures. After expanding by 5.5 per cent in 2021, the global output is projected to grow by only 4.0 per cent in 2022 and 3.5 per cent in 2023, according to the United Nations World Economic Situation and Prospects (WESP) 2022.

The economic outlook has deteriorated, largely because of Russia's invasion of Ukraine, causing a tragic humanitarian crisis in Eastern Europe-and the sanctions aimed at pressuring Russia to end hostilities.

In addition to the war, frequent and wider-ranging lockdowns in China including in key manufacturing hubs, have also slowed activity there and could cause new bottlenecks in global supply chains. This crisis unfolds while the global economy was on a mending path but had not yet fully recovered from the COVID-19 pandemic, with a significant divergence between the economic recoveries of advanced economies and emerging market and developing ones. Rising inflationary pressures in many economies are posing additional risks to recovery.

The economic recovery in 2021 – driven by strong consumer spending and some uptake in investment, with trade in goods surpassing pre-pandemic levels - marked the highest growth rate in more than four decades. Yet the momentum for growth – especially in China, the United States and the European Union – slowed considerably by the end of 2021, as the effects of monetary and fiscal stimuli began to recede and major supply-chain disruptions emerged.

Despite vaccine coverage, the COVID-19 pandemic still tops the list of risks to global growth. Geopolitical instability and fragmentation seem to be among the top risks to both global and domestic economies.

Worldwide IT spending is projected to total US\$ 4.5 trillion in 2022, an increase of 5.1 per cent from 2021, according to the latest forecast by Gartner, Inc. Despite the numerous factors vying for enterprise leaders' attention this year, from geopolitical disruption and inflation to currency fluctuations and supply chain challenges, IT spending is not slowing down and it is expected that the digital business initiatives such as experiential end-consumer experience and optimization of supply chain will push spending on enterprise applications and infrastructure software into double-digit growth in 2023.

INDUSTRY OUTLOOK IN INDIA

The Asian Development Bank (ADB) forecasts, India's economy will grow 7.5% in FY 2022 and 8% in FY2023, supported by increased public investment in infrastructure and a pickup in private investment. The Indian economy passed through one of the most volatile periods in living memory in 2021-22.

India is on the path to a sustained economic recovery. The Government of India's policy to improve logistics infrastructure, incentives to facilitate industrial production, and measures to improve farmers' income will support the country's accelerated recovery. Large public infrastructure investments planned over the next two years will encourage more private investment. The government's production-linked incentive scheme will provide a thrust to the manufacturing sector in FY2022 and FY2023. The results of growth-enhancing policies and schemes and increased infrastructure spending will start kicking in from 2023, leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency, all leading to accelerated economic growth. Furthermore, the emphasis on manufacturing in India, various government incentives such as lower taxes, and rising services exports on the back of stronger digitization and technology transformation drive across the world will aid in growth. Also, several spillover effects of geopolitical conflicts could enhance India's status as a preferred alternate investment destination. On the health front, a large, vaccinated population will likely help curtail the impact of subsequent infections waves, if any.

Information Technology (IT) spending in India is projected to touch \$105.2 billion in 2022, an increase of 5.5 per cent from 2021, according to a forecast by research firm Gartner.

India's networking market which includes Ethernet Switch, Routers, and WLAN segments witnessed a 13.6% year-over-year (YoY) growth in terms of vendor revenues during 4Q21 (Oct-Dec). With organizations looking to re-open campuses, the investments in the non-DC networking infrastructure have grown significantly over the last few quarters. Having said that, vendors were still seen to be battling with chip shortages, increasing freight costs and increased import costs due to currency fluctuations. Infrastructure lead times have currently risen for many vendors and are expected to stay the same for some more quarters to come with the Russia-Ukraine conflict worsening the scenario. However, as vendors are looking to clear their shipment backlogs, IDC expects the next few quarters to have steady market growth as demand for networking infrastructure looks very stable.

After a strong run-up, India's router market stayed stagnant with 0.1% YoY growth by vendor revenue and sequentially declining by 10.6%. Service providers contributed to 61.4% of the router investments and were primarily responsible for the decline. However, enterprise router investments grew by 25.1% YoY with enterprises investing in routers for regular refreshes and investments.

The WLAN segment witnessed a marginal growth of 4.5% YoY by vendor revenue. While the enterprise WLAN grew strongly with pent-up demand from organizations coming through, the consumer wireless demand softened with offices reopening in India coming to an end thereby posing only marginal growth for the overall WLAN segment. The enterprise WLAN segment exhibited a very strong 45.4% YoY growth and consumer WLAN declined by 22.0% YoY.

Management Discussion and Analysis Report

(Source: IDC Report) The growth was majorly driven by enterprises investing in wireless infrastructure ahead of office opening post the third wave of COVID-19. Vendors were also focused on clearing the existing backlogs caused by chip shortages to be able to efficiently cater to future demand. Services organizations were seen to be investing heavily in newer locations primarily focusing on wireless connectivity. Cloud-managed wireless was witnessed gathering steam owing to simpler deployment and management. Investments from the education vertical bounced back after a long slump caused due to COVID-19.

The Ethernet Switch market in India stood at USD 163.1 million in 4Q21 (by vendor revenue) registering a strong YoY growth of 25.7%. The enterprise investment in non-DC switching grew at a 41.5% YoY owing to offices getting ready to reopen post the third wave of COVID-19. With hybrid work taking precedence, enterprises are also keen on setting up satellite offices in tier-2 and tier-3 cities to promote employee satisfaction which is also increasing the demand for non-DC switching equipment. With the semiconductor shortage situation intensifying, enterprises were keen on clearing their backlogs during 4Q21 to create room for future demand. The DC switching segment grew at 9.3% YoY. Services, telecom, manufacturing, and government were the top contributors during 4Q21. The Ethernet Switch, Router, and WLAN markets are expected to grow in single digits in terms of compound annual growth rate (CAGR) for 2021–2026.

OPPORTUNITIES AND THREATS

The Indian Electronics and IT Hardware sector has different key segments, namely Consumer Electronics, Industrial Electronics, IT Hardware, Telecommunication Equipment, Electronic Components, and Strategic Electronics. Consumer Electronics and Telecom Equipment are the largest segments.

Production Linked Incentive Scheme (PLI) for IT Hardware offers a production linked incentive to boost domestic manufacturing and attract large investments in the value chain of IT Hardware. The scheme shall extend an incentive on net incremental sales (over base year) of goods manufactured in India

The core competencies and strengths of India's IT sector have attracted a significant amount of FDI. According to the Nasscom, the Indian IT industry's revenue is expected to touch US\$ 227 billion in FY22 from US\$ 196 billion in FY21. Indian software product industry is expected to reach US\$ 100 billion by 2025. Indian companies are focusing to invest internationally to expand global footprint and enhance their global delivery centres. Indian IT's core competencies and strengths have attracted significant investment from major countries and companies.

The Indian electronic components market is set to grow exponentially – facilitated by its low-cost manufacturing base, huge local demand, and a rapidly developing electronics ecosystem. Growth opportunities abound for tech companies that execute

on all forms of digital transformation, particularly in the areas of cloud, analytics, Artificial Intelligence (AI), cybersecurity, and edge computing etc.

In the next few years, IT services individual spending is going to grow between 8% and 9% compared to 4-6% in pre-Covid era. It is going to be very lucrative for IT services companies as Covid has created new opportunities for these companies and they have leveraged it. Growth is going to happen more towards digital services which individuals have expedited. COVID-19 has accelerated the adoption of digital technologies across segments. Companies have started adopting and improving their existing IT infrastructure not only for growth but also for their 'survival'.

Increased adoption of emerging technologies such as cloud, IoT, mobility, etc. would drive incremental revenues. IDC also expects large investments for 5G rollouts in the next couple of years.

D-Link (India) Limited is a principal player in the Small Office Home Office and Small and Medium Business segment, closely aligned with System Integrators. In parallel, the company also targets other key verticals, including Government, Education, BFSI and Manufacturing, among others. We believe that our understanding of high-performance networking technology, our strategy, and brand legacy positions us well to capitalize on the industry's growth.

With strong parental support from D-Link Taiwan, in terms of a pipeline of the latest and innovative products, D-Link India is well placed to take advantage of the impending boom in networking and internet products. The growing IT spending and increasing government initiatives would fuel growth of the Indian enterprise networking market over the coming quarters. The industry players are continuously expanding and innovating their product portfolio to adapt to the technological changes and cater to the growing consumer needs.

OPERATIONAL REVIEW

D-Link India Limited is strongly focusing on local products as part of its 'Make in India' initiative. It has been granted exclusive rights/license by the parent company to use the D-Link trademark for such locally manufactured products. The Company had made strategic decisions on manufacturing certain products locally through third party or contract manufacturing with own brand names, under its own proprietary designs, quality control and supervision. The Company has made noteworthy progress in this direction and has entered into arrangements with local manufacturers.

D-Link India continues its domination of the structured cabling segment displaying healthy growth in revenues. The Company continues to hold significant market share in consumer wireless and switching segments. Its unmanaged and smart managed switches are among the most preferred products by SMBs.

D-Link is focused on providing world-class customer services and keeps working towards enhancing its existing countrywide distribution and support infrastructure. It has a strong network

of National Distributors, Business Distributors, and over 15000+ resellers reaching out to customers present across the length and breadth of the country and ensuring that its products are available in the remotest parts of the country.

To serve its customers in a holistic way, D-Link India has invested in state-of-the-art support infrastructure for both consumers and enterprises, which includes 11 D-Link own Service Centers with 50+ experts in Tier 1 cities, 23+ Partner Service Centers with 40+ experts in Tier 2 / Tier 3 cities, Partner Collection Points in 200+ cities and logistic support in 500+ cities.

D-Link Technical Support Centers (DTSC) is manned by 30+ highly skilled engineers providing L1~L3 support for all our retail and enterprise customers. Further our customers can also interact with the technical experts present across various centers and have hands-on product experience with live demos. It is a matter of great pride for the organization that its TCE (Total Customer Experience) score has consistently been above 95%.

Product & Solutions:

Network Switching Solutions:

D-Link completed the development of Nuclias Connect, a cloud management platform with switch series and hardware controllers, etc. The Company also developed and launched the DSS network surveillance switch series with 250m distance specially used to connect Power over Ethernet (PoE) devices such as wireless access points (APs), IP cameras, and IP phones to the network.

As network traffic continues to rise, the switch market will continue to grow, a series of relevant 10G/100GbE Ethernet switches to effectively alleviate the server congestion and congestion backbone network. In addition, Data Center switches, PoE switches (surveillance switches) for camera deployment, and enterprise wireless cloud switches are also under continuous development.

Further, there is increased demand for gigabit switches from large enterprises and service providers. For this, D-Link has a comprehensive range of switching solutions including Chassis, L3/L2 Managed, Smart and Un-Managed switches which can be used in core, distribution, and access level in the networking infrastructure. Verticals like government, retail, manufacturing, services, financial, education and healthcare contributed to the revenues of this segment. Built on the strength of these D-Link Network Switches, specific network solutions can help small and medium-size businesses, hospitals, schools, universities, and government agencies meet the challenge of growing demands.

D-Link offers a wide variety of data solutions to meet the specific requirements of a smart city communication network, playing a pivotal role in designing the network and providing the essential building blocks.

Industrial Switching Solutions:

This year D-Link extended its portfolio by introducing an extensive line-up of Industrial grade Ethernet switches. D-Link has multiple

series of Industrial grade switches with options like rail mount, rack mount that shall provide users with best-fit solutions. D-Link Industrial switches are designed to operate in extreme weather, resist shock/vibration, and surge ratings, thereby offering high reliability.

D-Link Industrial switches can withstand harsh environmental conditions and are suited for controlled and challenging needs of Oil & Gas industry, Shipping, Manufacturing etc. With their strong build, the whole family of Industrial switches are certified against vibration, shock and free-fall. The industrial product range created to withstand extreme heat and below-freezing temperatures. The switches are designed to easily handle hot and cold temperature variances and can cold start at their coldest temperatures. With superior environmental protection to commercial switches, these switches are reliable in a huge variety of field applications.

Wireless Solutions:

D-Link successfully launched a full series of Wi-Fi 6, "R series" wireless mesh router with built-in AI functions. This shall allow consumers to experience better speed, convenience, smoothness, and security. Due to the pandemic in 2020, wireless products experienced a short-term boom, benefiting from the work from home economy, such as remote work and learning. Shipment growth in the first half of the year is expected to slow down due to the impact from core chipset shortages in 2021.

In the future, the Company will expand its product series and enhance the added value of its customized software and hardware, while strengthening its bids for more projects. The pandemic has increased the demand for broadband access, which is expected to grow considerably this year.

In Business Class, the Company introduced Wi-Fi 6 access points to provide unbeatable speeds, greatly increased capacity, and interference-free coverage throughout businesses. A new Wall-mounted Wi-Fi access point was introduced for Small to Medium size businesses (SMB) and this works with D-Link's free software-based management solution, Nuclias Connect.

D-Link continues to play a pioneering and driving role in the cost-effective convergence of wired and wireless networking. The Company enjoys good market share in unit terms in WLAN category. Its product portfolio includes Wireless Routers, Business Class Access Points & Unified Switching Solutions.

Structured Cabling Solutions:

Structured Cabling is another key segment for D-Link. D-Link's wide product range combined with premium quality and excellent brand recall has resulted in confidence amongst partners and customers. D-Link has the entire copper and fiber range which can be positioned in high end applications like data centers.

Over the years, D-Link has witnessed remarkable growth in the Structured Cabling product category, with strong demand from large enterprises/SMEs/SMBs. The emphasis has always been on delivering complete end-to-end solution, and with this

agenda we decided to introduce networking enclosures into our product portfolio. Moving ahead, the Company is confident to continue to deliver technological excellence and complete customer satisfaction.

Surveillance Solutions:

In recent years, the competition in the IP Camera market has been fierce, and AI wireless network cameras with AI analysis functions have become mainstream. Due to the rise of handheld smart devices and various cloud applications, coupled with increasing demand for security surveillance, the market still maintains a high compound annual growth rate. With the continued investment in R&D by the parent, application of higher than industry network security standards, strengthening of the integration of AI functions, and increases of affordable cloud applications, device sales and the proportion of service fee income are expected to increase.

D-Link surveillance products are in demand with wide acceptance from various industry verticals. The focus is on all three segments separately - be it Consumer, SMB/SME or Enterprise.

D-Link offers a range of IP-based Surveillance Cameras with Wired and Wireless options; these can be integrated with NVR (Network Video Recorder) solutions for archiving. The cameras span the spectrum of possibilities, including Stand-Alone Network Cameras, Pan Tilt Zoom Cameras, Dome Cameras (Day & Night), Box Cameras and Outdoor Cameras. D-Link Surveillance solution boasts of the highest degree of scalability and can easily adapt to the existing IP infrastructure. The advanced features such as high security encryption, superb image quality, digital zoom, and remote accessibility surpasses the most cutting-edge technologies available today.

While D-Link continues to be one of the key players in IP Surveillance domain, it also expanded its product portfolio by venturing into CCTV segment. D-Link CCTV range includes Analog HD Camera, DVR, DVR Enclosure, and CCTV Cable. D-Link with its CCTV Analog HD is set to address the growing demand from Residential, SOHO, SME, Banking, Hospitality and other commercial establishments. With resolution starting from 1 MP which goes up to 5 MP, D-Link Analog HD cameras are well suited for both indoor and outdoor applications and offer amazing clarity, sturdy looks, superlative quality, and are backed by D-Link's excellent support infrastructure.

Financial Performance

The revenue for the current year is ₹90,383.71 lakhs as compared to ₹71,067.57 lakhs in the previous year.

The Profit before Tax and Depreciation for the year under review was ₹5,851.66 lakhs as against ₹4,416.39 lakhs in the previous year.

Profit after Tax during FY 2021-22 stood at ₹4,068.38 lakhs against ₹2,932.48 lakhs in the previous year.

Key Financial Ratios

Sr. No.	Particulars	FY 2022	FY 2021
1	Current Ratio	2.20	2.35
2	Return on Equity Ratio (%)	14.10%	11.61%
3	Net Profit Ratio	4.48	4.13
4	Earning Per Equity Share	11.4	8.26
5	Net Profit to Net Worth Ratio	14.1	11.61
6	Inventory Turnover Ratio	8.36	6.27
7	Debtors Turnover Ratio	3.94	4.05

Other financial ratios are disclosed in the note 41 to Standalone Financial Statement.

Human Resource

The employees are provided a fair working environment supported by transparent policies to foster their personal growth along with attainment of corporate objectives. Your Company will continue to maintain its focus on Human Development, as it considers its people resources central to meeting its business objectives. The Company believes that it is the quality and dynamism of its human resource that enables it to make a significant contribution to enhancing stakeholder value.

During the pandemic, the Company has ensured that it provided a safe remote working environment to its employees and continued to support them. It is slowly moving towards a hybrid work model, ensuring balance between effective collaboration and flexibility along with safety.

HR is integrated within the business framework to provide foundation for building the skill sets required. At D-Link, employees are given opportunities to develop their competence towards challenging roles by leveraging on the exposure and responsibilities entrusted to them. D-Link's dedicated and talented workforce of more than 279 people across India has assisted in driving our achievements and success.

Business Risks And Concerns

Technology Risk:

Digitalization is emerging as a disruptive force for customers, buyers and technology. This disruption coupled with changes in delivery models and consumer spending patterns could be a threat to the growth in traditional IT spends and technology obsolescence. D-Link operates in an ever evolving and dynamic technological environment and it is of utmost importance that the Company continuously reviews and upgrades its technology, resources and processes lest it faces technology obsolescence. The company addresses this by a strong support from parent company on R&D so that it stays ahead of the curve in technology and continuously sets a new benchmark with cutting edge innovation.

Competition:

The IT services industry is highly competitive with competition arising from local IT companies and MNC IT hardware companies having sizable presence in low cost technologies. The competition can lead to pressure on pricing, vendor consolidation and hence can impact Company growth and profitability. New competitors are emerging from adjacent markets and distant geographies. To remain competitive, the Company has developed competencies in various technologies, platforms and operating environments and offers a wide range of cutting edge technology products to customers based on their needs.

D-Link's differentiation strategy incorporating its unique business approach has led to its emerging as a leader in the rapidly dynamic IT industry. D-Link has developed competencies in various technologies, platforms and operating environment offering the wide range of product options to customer based on their needs. The Company has deep domain knowledge, skilled workforce, delivery capabilities and efficient sales force to help retain its competitive positioning amongst peers.

Currency risks:

The Company's functional currency is the Indian Rupee and volatility in currency exchange movements results in transaction and translation exposure. D-Link has substantial exposure to foreign exchange related risks on account of imports of finished traded products from its parent group companies. The management predicts that the global financial position will continue to remain volatile. D-Link has a well-established hedging policy which has been followed consistently over the past years. Hedging is undertaken to protect the Company from unfavourable currency movements and the Company does not undertake any speculative hedging.

Supply Chain Volatility:

The supply chains of global semiconductor industry, which was badly affected during Covid-19 period is facing further disruptions due to the Russia-Ukraine conflict. The semiconductor shortage may also have an impact on the satcom industry. Any sudden disruption of global and domestic supply chains poses a risk for the Company.

Internal Control Systems and their Adequacy:

The Company has aligned its current systems of Internal Financial Control with the requirement of Companies Act 2013. Management maintains internal control systems designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance with management's authorization and properly recorded, and accounting records are adequate for preparation of financial statements and other financial information. The internal audit function also carries out Operations Review Audits to improve the processes and strengthen control of the existing processes.

The Audit Committee periodically reviews the functions of internal audit.

D-Link's internal control systems and procedures adhere to industry standards in terms of effective resource utilisation, operational efficiency and financial reporting. The Company has appointed reputed firms of Chartered Accountants to oversee and carry out Internal Audits. The Audit is based on an Internal Audit Plan, which is reviewed each year in consultation with the Audit Committee. In line with international practice, the conduct of Internal Audit is oriented towards the review of Internal Controls.

The adequacy of the Company's internal controls is tested from time to time and control deficiencies, if any, identified during the assessments are addressed appropriately.

Disclaimer:

Certain statements made in this report relating to the Company's objectives, projections, outlook, estimates, etc. may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such estimates or projections etc., whether expressed or implied. Several factors including but not limited to economic conditions affecting demand and supply, government regulations and taxation, input prices, exchange rate fluctuation, etc., over which the Company does not have any direct control, could make a significant difference to the Company operations. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on any forward-looking statements. The MD&A should be read in conjunction with the Company's financial statements included herein and the notes thereto. Information provided in this MD&A pertain to D-Link (India) Limited unless otherwise stated.

For and on behalf of the Board

Tushar Sighat	Satish Godbole
Managing Director & CEO	Director
DIN: 06984518	DIN: 02596364

Mumbai dated: April 26, 2022

Report on Corporate Governance

The detailed report on Corporate Governance as per the format prescribed by Securities Exchange Board of India vide SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is about promoting corporate fairness, transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, consumers, dealers, and ensuring regulatory compliances.

The Board of Directors believe that adherence to sound corporate governance policies and practices is important in ensuring that the Company is governed and managed with the highest standards of responsibility, ethics and integrity and in the best interests of its stakeholders.

2. BOARD OF DIRECTORS:

2.1 Composition and Category of Directors:

The composition of the Board of Directors is in conformity with the Corporate Governance norms as on March 31, 2022. The Company at present has six Directors on its Board, comprising of one Executive Director and five Non-Executive Directors out of which three are Independent Directors including a woman director. The name and category of each Director is given below:

Name of the Director	Category
Mr. Hung Yi Kao	Non-Executive and Chairman
Mr. Tushar Sighat	Managing Director & Chief Executive Officer
Mr. Rajaram Ajgaonkar	Non-Executive and Independent
Mr. Satish Godbole	Non-Executive and Independent
Mr. Mukesh Lulla	Non-Executive Director
Ms. Madhu Gadodia	Non-Executive and Independent

2.2 Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

Name of the Director	No. of Board Meetings Held	No. of Board Meetings attended	Attendance at last AGM
Mr. Hung-Yi Kao	4	4	Present
Mr. Tushar Sighat	4	4	Present
Mr. Rajaram Ajgaonkar	4	4	Present
Mr. Satish Godbole	4	4	Present
Mr. Mukesh Lulla	4	4	Present
Ms. Madhu Gadodia	4	4	Present

2.3 Number of other Directorship and Chairmanship/Membership of Committees of each Director in other Companies as at March 31, 2022:

Name of the Director	No. of Directorships held in other Indian Public Companies ¹	No. of Chairmanship / Membership in other Board Committees ²	
		Chairman	Member
Mr. Hung-Yi Kao	Nil	Nil	Nil
Mr. Tushar Sighat	Nil	Nil	Nil
Mr. Rajaram Ajgaonkar	Nil	Nil	Nil
Mr. Satish Godbole	Nil	Nil	Nil
Mr. Mukesh Lulla	Nil	Nil	Nil
Ms. Madhu Gadodia	Nil	Nil	Nil

¹Excludes directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.

²For the purpose of reckoning the limit, the Chairmanship / Membership of the Audit Committee and the Stakeholders' Relationship Committee has been considered.

2.4 Number of Board Meetings held and the dates of the Board Meetings:

Four Board Meetings were held during the Financial Year 2021-22 on the following dates:

May 29, 2021	July 31, 2021	November 1, 2021	February 5, 2022

During the year, a meeting of the Independent Directors was held on March 25, 2022. The Independent Directors, *inter-alia*, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

2.5 Disclosure of relationships between directors inter-se:

None of the Directors are inter-se related to each other. There is no pecuniary or business relationship between the Non-Executive/Independent Directors and the Company, except for the payment of sitting fees for attending Board and Committee Meetings in accordance with the applicable laws.

2.6 Number of shares held by Non-Executive Directors:

Name of the Non-Executive Director	Number of Shares held
Mr. Mukesh Lulla	2,634,356
Mr. Satish Godbole	25

2.7 Details of Familiarisation programme for Independent Directors:

Pursuant to Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has prepared the Familiarization Programme for Independent Directors for understanding the Company's business and

contribute to the achievement of Company's goals and objectives. Detailed presentations were presented before the Independent Directors during the board meetings on Company's strategy, business model, operations, markets, risks, regulatory updates, etc.

The details of familiarisation programme has been displayed on website at: <http://www.dlink.co.in/corporate/investor/>

2.8 The board identified the core skills/expertise/competencies as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Type of Skill, Expertise & Competences	Whether required in context of business	Whether the skill, expertise available with Board
Finance and Legal Compliance	√	√
IT & Technical	√	√
Business & Marketing	√	√

Name of the Directors	Finance and Legal	IT & Technical	Business & Marketing
Mr. Hung-Yi Kao	√	√	√
Mr. Tushar Sighat	√	√	√
Mr. Rajaram Ajgaonkar	√	√	√
Mr. Satish Godbole	√	√	√
Mr. Mukesh Lulla	√	√	√
Ms. Madhu Gadodia	√	√	√

2.9 Confirmation as regards Independence of Independent Directors:

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and are independent of the management. During the year under review, there is no resignation of an independent director before the expiry of tenure.

3. AUDIT COMMITTEE:

3.1 Composition:

The Board has constituted audit committee with majority of its members being independent directors, including the Chairman. All the members of the committee are non-executive directors. The composition of the Audit Committee is as under:

Name of the Director/ Member	Category
Mr. Rajaram Ajgaonkar	Chairman (Independent Director)
Mr. Satish Godbole	Member (Independent Director)
Mr. Hung-Yi Kao	Member (Non Executive Director)
Ms. Madhu Gadodia	Member (Independent Director)

The Committee's composition meets with requirements of Section 177(2) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shrinivas Adikesar - Company Secretary of the Company acts as the Secretary to the Audit Committee. All the Directors in the Committee are financially literate and have expertise in finance.

3.2 Meetings and Attendance during the year:

During the financial year under review, the Company held four Audit Committee meetings on May 29, 2021, July 31, 2021, November 1, 2021 and February 5, 2022 and the gap between two meetings did not exceed four months. The attendance of each member at these Committee Meetings is given below:

Name of the Director	Meetings held	Meetings attended
Mr. Rajaram Ajgaonkar	4	4
Mr. Satish Godbole	4	4
Mr. Hung-Yi Kao	4	4
Ms. Madhu Gadodia	4	4

The necessary quorum was present at each of above Audit Committee meetings. The Chairman of the Audit Committee Mr. Rajaram Ajgaonkar was present at the Annual General Meeting of the Company held on September 3, 2021.

3.3 Brief description of terms of reference:

a) Terms of Reference:

The terms of reference stipulated by the Board to the Audit Committee and as contained under Section 177 of the Companies Act, 2013 are as follows:

- 1) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 2) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 3) examine of the financial statement and the auditors' report thereon;
- 4) approve or any subsequent modification of transactions of the company with related parties;
- 5) scrutinize inter-corporate loans and investments.
- 6) perform valuation of undertakings or assets of the company, wherever it is necessary.
- 7) evaluate internal financial controls and risk management systems;
- 8) monitoring the end use of funds raised through public offers and related matters.

b) Role of Audit Committee:

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s) in the draft audit report
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

4. NOMINATION AND REMUNERATION COMMITTEE:**4.1 Composition of Nomination and Remuneration Committee:**

The Nomination & Remuneration Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013, read with of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Composition of the Nomination and Remuneration Committee (NRC) is as under:

Name of the Director/Member	Category
Mr. Satish Godbole	Chairman (Independent Director)
Mr. Rajaram Ajgaonkar	Member (Independent Director)
Mr. Hung-Yi Kao	Member (Non Executive Director)
Ms. Madhu Gadodia	Member (Independent Director)

4.2 Brief Description of Terms of Reference:

Following are terms of reference of the Nomination and Remuneration Committee as contained under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- 3) Devising a policy on diversity of Board of Directors;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- 5) whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.
- 6) recommend to the board, all remuneration, in whatever form, payable to senior management.

4.3 Meetings held and Attendance during the year:

During the year under review, the Company held three Nomination and Remuneration Committee meetings on May 29, 2021, November 01, 2021 and February 05, 2022. The attendance of each member at these Committee Meetings is given below:

Name of the Director	Meetings held	Meetings attended
Mr. Satish Godbole	3	3
Mr. Rajaram Ajgaonkar	3	3
Mr. Hung-Yi Kao	3	3
Ms. Madhu Gadodia	3	3

4.4 Performance Evaluation criteria for Independent Directors:

Pursuant to the provisions contained in Companies Act, 2013 and Schedule IV (Section 149(8)) of the Companies Act, and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and the working of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the evaluation of Directors was carried out on the basis of questionnaire containing criteria such as level of participation by individual directors, independent judgement by the director, understanding of the Company's business, etc. The performance evaluation of the Board and the Committees,

viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was done by all the Directors. The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman and Executive Directors was carried out by all the Independent Directors.

Based on the feedback received from the Directors, the Board was of the opinion that the individual performance of the Independent Directors was effective for the financial year 2021-22.

4.5 Remuneration Policy:

In accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, the Board of Directors at their meeting held on August 23, 2014 (amended on May 29, 2021) formulated the Nomination and Remuneration Policy of the Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration and other matters have been disclosed in the Directors report.

5. REMUNERATION PAID TO THE DIRECTORS:

5.1 Details of other pecuniary relationship/transactions of Non-Executive Directors vis-à-vis the Company:

The Company has paid dividend to the following non-executive directors:

Name of the Non-Executive Director	Gross Dividend Paid during the year 2021-22 (Amt in ₹)
Mr. Mukesh Lulla	47,70,000/-
Mr. Satish Godbole	45/-

5.2 Criteria of making payments to Non-Executive Directors (as decided by Board of Directors):

The Non-Executive Directors are entitled to sitting fees for attending the Board/Committee Meetings. Apart from sitting fees, no payment by way of bonus, commission, pension, incentives etc., is paid to any of the Non-Executive Directors. The Company has no stock option plans and hence, such instruments do not form part of remuneration payable to non-executive directors.

The Non-Executive Directors are paid sitting fees at the rate of ₹ 50,000/- for attending each meeting of the Board, ₹ 50,000/- for attending each meeting of the Audit Committee, ₹ 25,000/- for each of the meetings of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk management Committee and other board committees.

Details of sitting fees paid/payable to the Non-Executive Directors for the year under review are as under.

Directors	Sitting Fees
Mr. Hung-Yi Kao*	₹ 825,000/-
Mr. Rajaram Ajgaonkar	₹ 725,000/-
Mr. Satish Godbole	₹ 650,000/-
Mr. Mukesh Lulla	₹ 375,000/-
Ms. Madhu Gadodia	₹ 650,000/-

* Includes sitting fees paid for the previous financial year.

5.3 Disclosures with respect to remuneration:

- Managing Director / Executive Director:

Executive Directors	Remuneration
Mr. Tushar Sighat	₹ 28,155,609/-

Note:

Remuneration to executive director includes basic salary, performance bonus, allowances etc.

- Salient features of terms of appointment of Managing Director:

Particulars	
Name of the Directors	Mr. Tushar Sighat
Basic Salary	₹300,000/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of ₹ 600,000/- per month.
Special Allowances	₹ 600,000/- per month with such annual increment as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time, subject to a ceiling of ₹ 1,200,000/- per month.
Performance linked variable pay and / or any other compensation	Performance linked variable pay and / or any other compensation as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time and the same may be made on a pro-rata basis every month or on an annual basis subject to maximum of ₹ 20,000,000/-per annum.
House Rent Allowances	House Rent Allowance equivalent to 40 % of the Basic Salary.
Perquisites	a) Use of Company's telephone and car for official duties. b) Reimbursement of all Medical expenses upto maximum of ₹ 25 lakhs p.a. c) Provident Fund and Gratuity as per the applicable laws and rules. d) Earned Leave encashment as per the rules of the Company. e) For the purpose of calculating the above perquisites, valuation shall be done as per Income Tax Act and Rules made thereunder, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
Terms of appointment	Appointed as Managing Director from November 2, 2020 for a period of three years.
Notice Period	Three months' notice in advance by either party.
Severance fees	Three months' salary in lieu of notice.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

6.1 Composition:

The Stakeholders' Relationship Committee has been constituted to deal with the redressal of investor complaints relating to transfer of shares, non-receipt of Annual Report and Non-Receipt of Dividend etc. The Stakeholders Relationship Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013, read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Composition of the Stakeholders Relationship Committee is as under:

Name of the Director/Member	Category
Mr. Satish Godbole	Chairman (Independent Director)
Mr. Rajaram Ajgaonkar	Member (Independent Director)
Mr. Tushar Sighat	Member (Executive Director)
Ms. Madhu Gadodia	Member (Independent Director)

Name and Designation of Compliance Officer - Mr. Shrinivas Adikesar, Company Secretary.

6.2 Terms of Reference of the Stakeholders' Relationship Committee are as follows:

- 1) Oversee and review all matters connected with the transfer of the Company's securities.
- 2) Monitor redressal of investors' / shareholders' / security holders' grievances.
- 3) Oversee the performance of the Company's Registrar and Transfer Agents.
- 4) Recommend methods to upgrade the standard of services to investors.
- 5) Carry out any other function as is referred by the board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

6.3 Meetings and Attendance during the year:

During the year under review, one meeting of the Stakeholders' Relationship Committee was held on May 29, 2021.

During the year, the Company had received 23 complaints from the shareholders relating to non-receipt of dividend and non-receipt of annual report. The complaints were attended and resolved to the satisfaction of the shareholders. As on March 31, 2022, no investor grievance has remained unattended.

The Chairman of the Committee Mr. Satish Godbole was present at the previous Annual General Meeting held on September 3, 2021.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ('CSR Committee'):

7.1 Composition of CSR Committee:

Pursuant to Section 135 of the Companies Act 2013 the Board has constituted a Corporate Social Responsibility Committee ('CSR Committee') consisting of the following directors namely:

Name of the Director	Category
Mr. Tushar Sighat	Chairman (Executive Director)
Mr. Rajaram Ajaonkar	Member (Independent Director)
Mr. Satish Godbole	Member (Independent Director)
Ms. Madhu Gadodia	Member (Independent Director)
Mr. Mukesh Lulla	Member (Non-Executive Director)

CSR Committee is primarily responsible for formulating and monitoring the implementation of the framework of corporate social responsibility policy and to look into overall Corporate Social Responsibility governance.

7.2 Meetings held and Attendance during the year:

During the year under review, the Company held Four CSR Committee meetings on May 29, 2021, July 31, 2021, November 1, 2021 and February 5, 2022. The attendance of each member at this Committee Meeting is given below:

Name of the Director	Meetings held	Meetings attended
Mr. Tushar Sighat	4	4
Mr. Mukesh Lulla	4	4
Mr. Rajaram Ajaonkar	4	4
Mr. Satish Godbole	4	4
Ms. Madhu Gadodia	4	4

8. RISK MANAGEMENT COMMITTEE:

8.1 Composition of Risk Management Committee:

Pursuant to SEBI Listing Regulations, the board of directors at its meeting held on May 29, 2021 has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The purpose of the committee is to assist the Board in fulfilling its responsibilities with regard to identification, evaluation and mitigation of operational and strategical risks. The Risk Management Committee has the overall responsibility of monitoring and approving risk policies and associated practices of the Company.

The composition of the Risk Management Committee is as under:

Name of the Director	Category
Mr. Tushar Sighat	Chairperson (Executive Director)
Mr. Rajaram Ajaonkar	Member (Independent Director)
Mr. Mukesh Lulla	Member (Non-Executive Director)
Mr. Howard Kao	Member (Non-Executive Director)

The risk management committee has all the powers and responsibilities as specified under the SEBI Listing Regulations.

8.2 Meetings held and Attendance during the year:

During the year under review, the Company held three Risk Committee meetings on May 29, 2021, November 1, 2021 and February 5, 2022. The attendance of each member at this Committee Meeting is given below:

Name of the Director	Meetings held	Meetings attended
Mr. Tushar Sighat	3	3
Mr. Mukesh Lulla	3	3
Mr. Rajaram Ajgaonkar	3	3
Mr. Howard Kao	3	3

9. GENERAL BODY MEETINGS:

9.1 Location and time, where last three AGMs were held:

Date	Time	Location
September 3, 2021	11.00 a.m.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
September 25, 2020	11.00 a.m.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
August 02, 2019	11.00 a.m.	Kesarval Gardens, Verna, Salcette, Goa – 403722

9.2 Special Resolutions passed in the Annual General Meetings / Extra Ordinary General Meetings held during last three financial years:

Financial Year	Date of AGM/ EGM	Particulars of Special Resolution
2020-21	September 3, 2021	- Re-appointment of Ms. Madhu Vishal Gadodia as an Independent Director of the Company.
2019-20	September 25, 2020	- Re-appointment of Mr. Tushar Sighat as Managing Director & CEO.
2018-19	August 2, 2019	- Re-appointment of Mr. Rajaram Ajgaonkar & Mr. Satish Godbole as Independent Directors. - Variation in terms of appointment & payment of Remuneration to Mr. Tushar Sighat

9.3 Details of Special resolutions passed through Postal Ballot during the last year:

During the year under review, the Company did not conduct postal ballot process for passing any resolution, whether ordinary or special.

Further, there is no immediate proposal for passing any resolution through postal ballot.

10. MEANS OF COMMUNICATION:

Particulars	
a) Quarterly Results	Quarterly results are published in one English National Daily and Local Daily, published in the language of the region where the registered office of the company is located.
b) Newspapers wherein results normally published	- In English: The Financial Express, The Navhind Times - In Marathi: Pudhari
c) Any website, where displayed	https://in.dlink.com
d) Whether it also displays Official News releases	None
e) The presentations made to Institutional Investors or to the Analysts	None

11. GENERAL SHAREHOLDER INFORMATION:

11.1 Annual General Meeting

Date : August 13, 2022

Time : 11.00 a.m.

Venue : Through Video Conference and Audio-Visual means.

11.2 Financial Year 2022-23:

For the year ending March 31, 2023, the results will be announced as per the tentative schedules below:

Particulars	Date
First Quarter Results	On or before August 14, 2022
Second Quarter Results	On or before November 14, 2022
Third Quarter Results	On or before February 14, 2023
Audited Annual Results	On or before May 30, 2023

11.3 Dates of Book Closure:

The Register of Members and the Share Transfer Register will remain closed from July 30, 2022 to August 5, 2022 (both days inclusive).

11.4 Dividend Payment Date:

The Dividend will be paid to all shareholders on or after August 16, 2022.

11.5 Listing on Stock Exchanges:

The shares of the Company have been listed on The BSE Limited and The National Stock Exchange of India Limited. The annual listing fees were paid to the Stock Exchanges.

11.6 Stock Code:

The Stock Exchange	Stock Code
BSE Limited	533146
National Stock Exchange of India Limited	DLINKINDIA

ISIN Code for the Company's equity share:

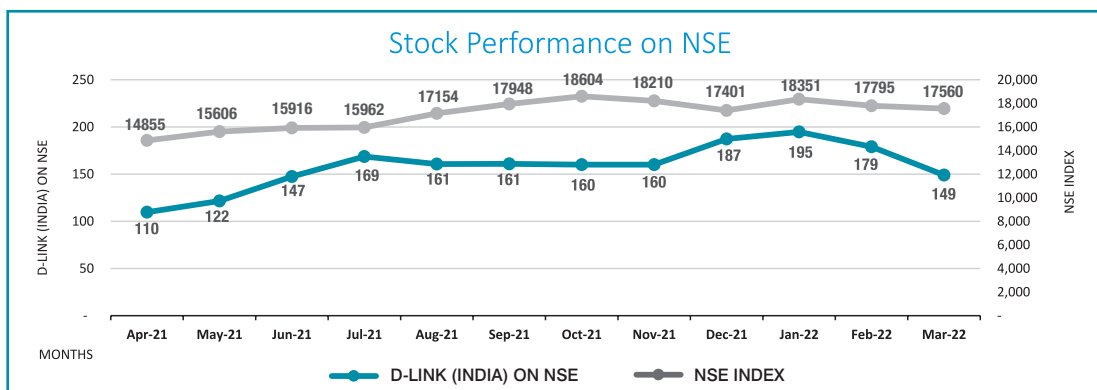
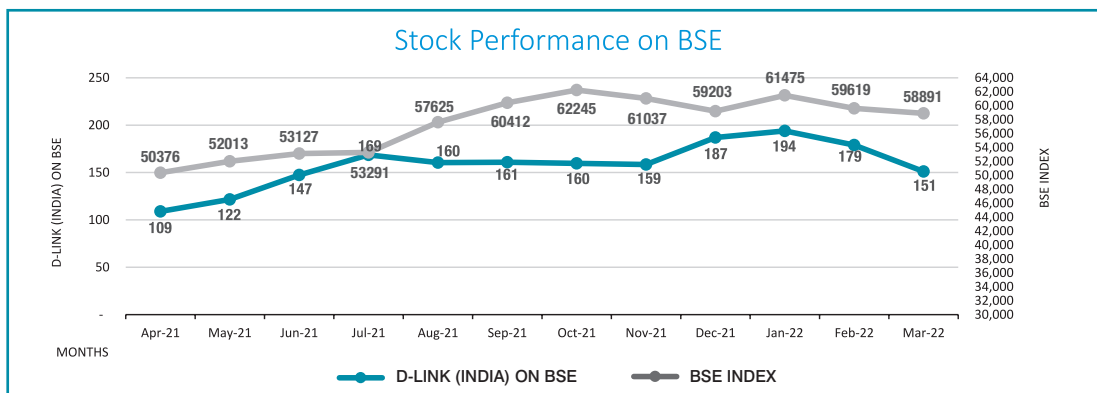
Depositories	ISIN
CDSL and NSDL	INE250K01012

Corporate Identity Number (CIN): L72900GA2008PLC005775

11.7 Market Price Data:

Stock High/Low price and Performance in comparison to broad-based indices viz., BSE Sensex and NSE Nifty is as under:

Month	DLINK (INDIA) on BSE		BSE Sensex		DLINK (INDIA) on NSE		NSE Index Nifty 50	
	High (₹)	Low (₹)	High	Low	High (₹)	Low (₹)	High	Low
Apr-21	109	95	50,376	47,205	110	98	14,855	14,602
May-21	122	96	52,013	48,028	122	99	15,606	15,374
Jun-21	147	105	53,127	51,451	147	105	15,916	15,451
Jul-21	169	138	53,291	51,803	169	138	15,962	15,513
Aug-21	160	120	57,625	52,804	161	120	17,154	15,835
Sep-21	161	129	60,412	57,264	161	130	17,948	17,055
Oct-21	160	136	62,245	58,551	160	136	18,604	17,453
Nov-21	159	126	61,037	56,383	160	125	18,210	16,782
Dec-21	187	129	59,203	55,133	187	129	17,401	17,239
Jan-22	194	139	61,475	56,410	195	136	18,351	16,837
Feb-22	179	130	59,619	54,383	179	130	17,795	16,203
Mar-22	151	133	58,891	52,261	149	133	17,560	15,671



11.8 Trading of securities:

The equity shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited. The securities of the Company were not suspended from trading during the year.

11.9 Registrar and Share Transfer Agent:

KFin Technologies Limited (formerly KFin Technologies Private Limited)
Unit : D-Link (India) Limited
KFinTech Tower B, Plot No 31-32, Selenium building
Financial District, Nanakramguda,
Gachibowli, Hyderabad - 500 032
Toll Free No.: 1800-3454-001
Fax No. 040-23001153

11.10 Share Transfer System:

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of 15 days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by depositories through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

11.11 Distribution of Shareholding:

- Distribution of Shareholding as on March 31, 2022:

Sl. No.	Category	No. of Cases	% to Cases	Amount	% to Amount
1	1-5000	46631	99.39	9005071	25.36
2	5001-10000	161	0.34	1189354	3.35
3	10001-20000	75	0.15	1059059	2.98
4	20001-30000	20	0.04	496119	1.39
5	30001- 40000	5	0.01	172710	0.48
6	40001- 50000	2	0.01	87000	0.24
7	50001- 100000	12	0.02	902021	2.54
8	100001 and above	11	0.02	22593516	63.63
Total		46917	100	35504850	100

Note: Folios are not consolidated based on PAN

- Share holding pattern as on March 31, 2022:

Sl. No.	Description	Total Cases	Total Shares	Total Cases %
1	Foreign Portfolio Investors	3	119,100	0.34
2	Resident Individuals	44,452	12,377,355	34.86
3	Promoters	1	18,114,663	51.02
4	Employees	33	2,580	0.01
5	Non Resident Indians	371	323,855	0.91
6	Clearing Members	70	102,899	0.29
7	Directors	4	2,635,325	7.42
8	Non Resident Indian Non Repatriable	220	167,039	0.47
9	Bodies Corporates	218	1,074,146	3.03
10	NBFC	1	7,000	0.02
11	I E P F	1	51,080	0.14
12	H U F	828	529,808	1.49
TOTAL:		46,202	35,504,850	100

11.12 Dematerialization of Shares and Liquidity:

The total number of shares held in dematerialized form as on March 31, 2022 is 35,488,240 equity shares representing 99.95% of the total number of shares of the Company.

11.13 Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: NA

11.14 Plant Locations: Not applicable

11.15 Address for Correspondence:

Shareholders Correspondence should be addressed to:

The Company Secretary D-Link (India) Limited Plot No. U02B, Verna Industrial Estate, Verna, Goa – 403722. Phone Nos: 0832-2885800/811 Fax Nos: 0832-2885823 E-mail: shares@dlink.co.in	<u>Registrars & Share Transfer Agents</u> KFin Technologies Limited Unit: D-Link (India) Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Toll Free No.: 1800 309 4001 Email : einward.ris@kfintech.com
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The Company maintains an exclusive email id: shares@dlink.co.in to redress the Investor's Grievances as required under Regulation 13 of SEBI (LODR) Regulations, 2015.

11.16. Disclosure of all list of credit ratings obtained:

The Company has obtained credit rating for the Cash Credit / Working Capital Demand Loan facilities (Fund based) from CRISIL Ratings Limited and have reaffirmed the ratings as A/Stable. The Company has not issued any debt instruments, does not have fixed deposit programme or any scheme or proposal involving mobilization of funds. Hence this is not applicable.

11.17. Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested. – Nil.

12. OTHER DISCLOSURES:

12.1 Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

The transactions entered into with related parties during the financial year were in the ordinary course of business and on arm's length price basis. Transactions with related parties, as per requirements of Accounting Standard are disclosed in note No 40 annexed to the standalone financial statements. There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest.

12.2 Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

- None

12.3 Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder and SEBI Listing Regulations 2015, the Company has implemented Vigil Mechanism/ Whistle Blower Policy for disclosing of any unethical and improper practices or wrongful conduct by employees or directors of the Company. The Policy was approved by the Board of Directors at their meeting held on May 19, 2014 (amended on May 30, 2016 and May 29, 2021), which is effective from April 1, 2014 and forms an integral part of its functioning. The policy also provides the access of Audit Committee constituted by the Board. The Policy prohibits the Company to take any adverse action against its employees or directors for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Audit Committee.

Any employee or director who observes or notices any unethical & improper practice or alleged wrongful conduct in the Company shall report the same via e-mail at the following email addresses; legal@in.dlink.com and shares@dlink.co.in.

The Company affirms that it has not denied any personnel from an access to the Audit Committee.

12.4 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements as stated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 12.5 The policy determining 'material' subsidiaries of the Company is disclosed at: <http://www.dlink.co.in/pdf/Material%20Subsidiary%20Policy.pdf>
- 12.6 The policy on dealing with related party transactions is disclosed at: <http://www.dlink.co.in/pdf/RELATED%20PARTY%20POLICY.pdf>
- 12.7 The Company had obtained a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as at March 31, 2022. The Certificate is part of this report.
- 12.8 There is no instances where the board had not accepted any recommendation of any committee of the board which is mandatorily required, for the financial year ended March 31, 2022.
- 12.9 Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors are disclosed in note 28 to the consolidated financial statement.
- 12.10 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	<u>Nil</u>
Number of complaints disposed of during the financial year	<u>Nil</u>
Number of complaints pending as on end of the financial year	<u>Nil</u>

- 12.11 There is no non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above.

12.12 Disclosure of commodity price risks and commodity hedging activities.

The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments. Details of foreign currency exposure and hedging are disclosed in note No. 33 to the standalone financial statements.

12.13 Disclosure with respect to Demat Suspense Account / Unclaimed suspense account:

There were no shares in the demat suspense account or unclaimed suspense account during the financial year 2021-22.

- 12.14 The Company is in compliance with the requirements stipulated under regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

13. DISCRETIONARY REQUIREMENTS UNDER SCHEDULE II PART E OF THE SEBI LISTING REGULATIONS:

13.1 The Board of Directors:

The Company has a Non-Executive Chairman/Chairperson. No separate office is maintained for Non- Executive Chairperson and the expenses incurred by during performance of duties are reimbursed.

13.2 Shareholder's Rights:

The Company does not send half yearly declaration of financial performance to its shareholders. The financial results are displayed on the Company's website.

13.3 Modified opinion in audit reports:

For FY 2021-22, the Auditors have expressed an unmodified opinion on the Financial Statements of the Company. The Company continues to adopt best practices to ensure a regime of unmodified Financial Statements.

13.4 Reporting of Internal Auditor:

The Company had appointed M/s CNK & Associates LLP, Chartered Accountants as the Internal Auditor of the Company for reviewing the internal control system operating in the Company. The Internal auditors report to the Audit Committee.

For and on Behalf of the Board of Directors

Tushar Sighat
Managing Director & CEO
DIN: 06984518

Mumbai

Dated: April 26, 2022

Independent Auditors' Certificate on Corporate Governance

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY D-LINK (INDIA) LIMITED

To the members of **D-LINK (INDIA) LIMITED**

I have examined the compliance with conditions of Corporate Governance by D-LINK (INDIA) LIMITED (the Company) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") for the year ended 31st March 2022.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR Regulations. This Certificate is issued pursuant to the requirements of Schedule V (E) of the LODR Regulations.

The compliance with conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures adopted and implementation thereof, by the Company for ensuring compliance with the condition of Corporate Governance under LODR Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Panaji, Goa
Date : April 26, 2022

Shivaram Bhat
Practising Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454D000211820

Declaration regarding compliance by Board Members and Senior Management personnel with the Company's Code of Conduct

I confirm that the Company has in respect of the financial year ended 31st March, 2022, received from all the members of the Senior Management of the Company and of the Board, a declaration of compliance with the code of conduct as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For D-Link (India) Limited

Tushar Sighat

Managing Director & CEO

DIN: 06984518

Mumbai, dated: April 26, 2022

Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
D-LINK (INDIA) LIMITED
Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722

I have examined the relevant registers, records, forms, returns and disclosures received from Directors of **D-LINK (INDIA) LIMITED** having **CIN L72900GA2008PLC005775** and having registered office at Verna, Salcette, Goa(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Rajaram Moreshwar Ajgaonkar	00605034	30/03/2009
2	Mr. Satish Vishnu Godbole	02596364	31/03/2009
3	Mr. Tushar Sighat	06984518	30/09/2014
4	Mr. Mukesh Tirthdas Lulla	00524435	04/02/2016
5	Ms.Madhu Vishal Gadodia	07583394	27/08/2016
6	Mr. Hung Yi Kao	08190631	04/08/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Panaji, Goa
Date : April 26, 2022

Shivaram Bhat
Practising Company Secretary
ACS No. 10454, CP No. 7853 PR 1775/2022
UDIN: A010454D000211732

Independent Auditors' Report

To the Members of D-Link (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of D-Link (India) Limited (the "Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue recognition: Refer Note 2.2d for accounting policy and Note 19 for revenue details

The key audit matter	How the matter was addressed in our audit
<p>The Company sells networking products and aims to offer high quality products to its customers.</p> <p>Revenue from sale of products is recognised when the risks and rewards of the underlying products as well as the control over the products have been transferred to the customer. This is based on the terms and conditions of the sales contracts entered into with the customers.</p> <p>We have identified recognition of revenue as a key audit matter as revenue is a key performance indicator.</p> <p>There is also a risk of revenue being recognised in the wrong accounting period due to sales cut-off issue e.g overstating revenue by recording sales during the period and at the period end, however delivery scheduled in subsequent periods.</p> <p>There is also a risk of revenue being fraudulently overstated through booking fictitious sales transactions.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Tested the design, implementation and operating effectiveness of the Company's internal controls including general IT application/ controls over the Company's systems which govern recording of revenue. - Performed substantive testing by selecting samples using statistical sampling tool for revenue transactions recorded during the year, by verifying the underlying documents, which included sales invoices and delivery/shipping documents. - Performed an analysis of the revenue during the period to identify any unusual trends, such as month on month analysis. - Performed sales cut-off testing (including sales booked after the year-end) for samples selected using statistical sampling tool by verifying the underlying invoice, terms of delivery and delivery/shipping documents. - Performed unpredictable audit procedures obtain sales transaction confirmation for one month from customer selected on random basis. - Circulated balance confirmations request letters to the parties selected using statistical sampling tool. On non-receipt of confirmation, performed alternate procedures including verification of invoice and collection in the bank statement. - Assessed manual journals entries posted to revenue. - Evaluated the adequacy of the standalone financial statement disclosures as per Indian Accounting standard 115 revenue from contracts with customers.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditors' Report

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 - 2.(A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note XX to the standalone financial statements.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
 - e) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Rekha Shenoy

Partner

Membership No. 124219
UDIN 22124219AHVSOV2805

Place: Mumbai
Date : 26 April 2022

Annexure “A” to the Independent Auditors’ Report

With reference to the Annexure A referred to in the Independent Auditors’ Report to the members of the D-Link (India) Limited on the Standalone financial statements for the year ended 31 March 2022, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (i) (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (i) (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (i) (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company. The Company does not have any sanctioned working capital limits from financial institution.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013. In respect of the investments made by the Company, the provisions of section 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products sold by it and services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax (‘GST’), Provident fund, Employees’ State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the company with the appropriate authorities.

The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees’ State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

Annexure "A" to the Independent Auditors' Report

- (b) According to the information and explanations given to us, statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Nature of statute	Nature of dues	Amount Demanded (₹ lakhs)	Amount Paid under Protest (₹ lakhs)	Period to which amount relates	Forum where dispute is pending
Goa Value Added Tax Act, 2005	Value added tax	15.72	4.22	FY 2012-2013	Commercial Tax Officer
Central Sales Tax Act, 1956	Central sales tax	11.01	1.11	FY 2012-2013	Commercial Tax Officer
Customs Act, 1962	Custom Duty	940.25	76	FY2014-2015 to FY 2017-2018	Custom, Excise & Services Tax Appellate Tribunal, Mumbai

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks during the year. Further, the Company did not have any outstanding loans or borrowings from financial institutions and any other lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.
- The Company does not hold any investment in any associate or joint venture (as defined under Companies Act, 2013) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under Companies Act, 2013). The Company does not have any joint ventures or associate companies (as defined under Companies Act, 2013).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

Annexure “A” to the Independent Auditors’ Report

- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(a), (b) and (c) of the Order are not applicable.
(d) The Company is not part of any group. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any projects. Accordingly, clause 3(xx)(a) and (b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Rekha Shenoy
Partner
Membership No. 124219
UDIN 22124219AHVSOV2805

Place: Mumbai
Date : 26 April 2022

Annexure “B” to the Independent Auditors’ report

Annexure “B” to the Independent Auditors’ report on the standalone financial statements of D-Link (India) Limited for the year ended 31 March 2022.

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of D-Link (India) Limited (“the Company”) as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm’s Registration No.: 101248W/W-100022

Rekha Shenoy

Partner

Membership No. 124219
UDIN 22124219AHVSOV2805

Place: Mumbai
Date : 26 April 2022

Standalone Balance Sheet as at March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31	
		2022	2021
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3	1,540.80	1,533.27
(b) Right-of-use assets	3A	229.97	486.00
(c) Other intangible assets	3B	0.03	0.50
(d) Financial assets			
(i) Investments	4	1,650.00	1,650.00
(ii) Other financial assets	5	38.39	115.05
(e) Deferred tax assets (net)	6	297.05	236.90
(f) Non-current tax assets (net)	7	16.92	16.92
(g) Other non-current assets	8	-	-
Total Non-current Assets		3,773.16	4,038.64
Current Assets			
(a) Inventories	9	9,782.26	9,094.59
(b) Financial assets			
(i) Investments	4	8,256.67	4,853.10
(ii) Trade receivables	10	22,954.54	17,535.25
(iii) Cash and cash equivalents	11	1,773.32	1,589.93
(iv) Bank balances other than (iii) above	12	2,041.96	3,415.32
(v) Other financial assets	5	84.55	12.36
(c) Other current assets	8	851.36	934.83
Total Current Assets		45,744.66	37,435.38
Total Assets		49,517.82	41,474.02
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	13	710.10	710.10
(b) Other equity	14	27,984.00	24,554.71
Total Equity		28,694.10	25,264.81
LIABILITIES			
Non-current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	35	30.52	230.94
(ii) Other financial liabilities	15	26.19	30.47
Total Non-current Liabilities		56.71	261.41
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	35	231.58	296.92
(ii) Trade payables	16		
(A) total outstanding dues of micro enterprises and small enterprises; and		134.05	188.44
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		19,734.33	14,834.53
(iii) Other financial liabilities	15	216.91	249.10
(b) Other current liabilities	17	270.38	212.07
(c) Provisions	18	73.23	82.53
(d) Current tax liabilities (net)	19	106.53	84.21
Total Current Liabilities		20,767.01	15,947.80
Total Liabilities		20,823.72	16,209.21
Total Equity and Liabilities		49,517.82	41,474.02
Summary of significant accounting policies	2		
See accompanying notes to the standalone financial statements	3-45		

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Standalone Statement of Profit and Loss

for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	Notes	For the year ended March 31	
		2022	2021
I. Revenue from operations	20	90,383.71	71,067.57
II. Other income	21	563.61	597.46
III. Total income (I+II)		90,947.32	71,665.03
IV. Expenses			
Purchases of stock-in-trade	22	79,614.32	58,815.38
Changes in inventories of stock-in-trade	23	(687.67)	852.10
Employee benefits expense	24	2,929.73	2,717.41
Finance costs	25	38.27	63.29
Depreciation and amortisation expense	26	372.56	386.83
Other expenses	27	3,239.28	4,863.75
Total expenses		85,506.49	67,698.76
V. Profit before tax (IV-III)		5,440.83	3,966.27
VI. Tax expense			
Current tax	28	1,471.25	1,017.46
Deferred tax	6	(67.49)	32.62
Excess provision for tax relating to earlier years written back	28	(9.50)	(16.00)
		1,394.26	1,034.08
VII. Profit for the year (V-VI)		4,046.57	2,932.19
VIII. Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plan		29.15	0.39
(ii) Income tax relating to items that will not be reclassified to profit or loss		(7.34)	(0.10)
Total other comprehensive (loss) / income (net of taxes)		21.81	0.29
IX. Total comprehensive income for the year (VII+VIII)		4,068.38	2,932.48
X. Earnings per equity share (EPS)	29		
(Face value of ₹2/- per share)			
Basic and diluted earnings per share (in ₹)		11.40	8.26
Summary of significant accounting policies	2		
See accompanying notes to the standalone financial statements.	3-45		

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W - 100022

Rekha Shenoy
Partner
Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of
D-Link (India) Limited
CIN: L72900GA2008PLC005775

Tushar Sighat
Managing Director & CEO
DIN No.: 06984518

Vinay Joshi
Chief Financial Officer
Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole
Director
DIN No.: 02596364

Shrinivas Adikesar
Company Secretary
Membership No.: A20908

Standalone Cash Flow Statement for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Cash flows from operating activities		
Profit before tax	5,440.83	3,966.27
Adjustments for:		
Finance costs	38.27	63.29
(Gain) on disposal of property, plant and equipment	(0.72)	(0.41)
Mark to Market - current investments measured at FVTPL	(56.69)	(103.11)
Net gain on sale of current investments	(128.27)	(31.05)
Mark to Market - forward contract measured at FVTPL	4.77	10.35
Bad debts written off	-	18.35
Other Income	-	(15.65)
Interest income	(112.93)	(96.45)
Allowance for expected credit loss and credit impaired on trade receivables and advances (written back) / charged	(22.99)	62.89
Depreciation on Right of Asset	291.80	298.46
Depreciation and amortisation expense	80.76	88.37
(Gain) / Loss on unrealised foreign exchange fluctuations (net)	(20.51)	(8.02)
	5,514.32	4,253.29
Adjustments for:		
(Increase) / Decrease in trade and other receivables	(5,396.82)	(387.74)
Decrease / (Increase) in inventories	(687.67)	852.10
(Increase) in other non-current financial assets	76.66	(30.58)
Decrease in other current financial assets	(76.96)	34.46
(Decrease) / Increase in other current assets	83.47	379.92
Increase in trade and other payables	4,866.44	2,741.45
Increase in current provisions	19.85	12.33
Increase in other current financial liabilities	(32.19)	172.33
Increase in other non-current financial liabilities	(4.28)	3.48
Increase / (decrease) in other current liabilities	58.31	18.53
	(1,093.19)	3,796.28
Cash generated from operations	4,421.13	8,049.57
Income taxes paid	(1,439.43)	(973.31)
Net cash (used in) / generated from operating activities (A)	2,981.70	7,076.26
Cash flows from investing activities		
Payments for purchase of investments in mutual funds	(19,950.00)	(9,500.00)
Proceeds on sale of Investments in mutual funds	16,731.39	6,996.33
Receipts / (Payments) towards fixed deposits with bank	1,373.36	(3,192.85)
Interest received	112.93	96.45
Payments for purchases of property, plant and equipment	(103.91)	(21.62)
Proceeds on sale of property, plant and equipment	16.81	0.41
Net cash (used in) investing activities (B)	(1,819.42)	(5,621.28)
Cash flows from financing activities		
Dividends paid (including Corporate Dividend tax)	(639.09)	(355.04)
Interest paid	(38.27)	(63.29)
Payments for Lease liabilities	(301.53)	(271.28)
Net cash (used in) financing activities (C)	(978.89)	(689.61)
Net (decrease) / increase in cash and cash equivalents (D)=(A)+(B)+(C)	183.39	765.37
Cash and cash equivalents at the beginning of the year (E)	1,589.93	824.56
Cash and cash equivalents at the end of the year (D)+(E)	1,773.32	1,589.93

Notes:

- The standalone statement of cash flows is prepared by the indirect method set out in Ind AS 7 on statement of cash flows and presents the cash flows by operating, investing and financing activities of the Company.
- Cash and Cash equivalents presented in the standalone statement of cash flows consist of cash on hand and unencumbered bank balances.
- The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Standalone Statement of Changes in Equity

for the year ended March 31, 2022

(a) Equity share capital

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31	
		2022	2021
As at the beginning of the year	13	710.10	710.10
As at end of the year		710.10	710.10

(b) Other equity

(Currency: ₹ in Lakhs)

Particulars	Notes	Securities premium	General reserve	Retained earnings	Other comprehensive income - Remeasurements of the defined benefit plan	Total
As at April 1, 2020	14	3,591.34	1,022.81	17,294.59	68.53	21,977.27
Profit for the year		-	-	2,932.19	-	2,932.19
Other comprehensive income for the year, net of tax		-	-	-	0.29	0.29
Total comprehensive income for the year ended March 31, 2021		-	-	2,932.19	0.29	2,932.48
Dividend Paid		-	-	(355.04)	-	(355.04)
As at March 31, 2021	14	3,591.34	1,022.81	19,871.74	68.82	24,554.71
Profit for the year		-	-	4,046.57	-	4,046.57
Other comprehensive income for the year, net of tax		-	-	-	21.81	21.81
Total comprehensive income for the year ended March 31, 2022		-	-	4,046.57	21.81	4,068.38
Dividend Paid		-	-	(639.09)	-	(639.09)
As at March 31, 2022	14	3,591.34	1,022.81	23,279.22	90.63	27,984.00

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W - 100022

For and on behalf of the Board of Directors of
D-Link (India) Limited
CIN: L72900GA2008PLC005775

Tushar Sighat
Managing Director & CEO
DIN No.: 06984518

Satish Godbole
Director
DIN No.: 02596364

Rekha Shenoy
Partner
Membership No: 124219

Vinay Joshi
Chief Financial Officer
Membership No: 102223

Shrinivas Adikesar
Company Secretary
Membership No.: A20908

Mumbai, dated: April 26, 2022

Mumbai, dated: April 26, 2022

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

1 Background of the Company

D-Link (India) Limited (“The Company”) was incorporated on May 26, 2008 under Companies Act, 1956. The Company is a subsidiary of D-Link Holding Mauritius Inc. and is primarily engaged in marketing and distribution of Networking products. The Company operates through a distribution network with a wide range of product portfolio and solutions with a nationwide reach across India. The equity shares of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

The registered office of the Company is “Plot no. U02B, Verna Industrial Estate, Verna, Salcette, Goa - 403 722, India” and the corporate office is at Unit no. 24, 2nd Floor, Kalpataru Square, Kondivita lane, Andheri-East, Mumbai - 400059.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on April 26, 2022.

2 Basis of preparation and Significant accounting policies

2.1 Basis of preparation

a Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (“the Act”) and other relevant provisions of the Act.

b Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (‘INR’), which is also the Company’s functional currency and all values are rounded to the nearest lakhs, except where otherwise indicated.

c Basis of measurement

The standalone financial statements have been prepared on the accrual basis and under historical cost convention, except for certain financial instruments that are measured at fair values at the reporting date:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value (refer accounting policy regarding financial instruments), and
- Net defined benefit liability / asset

d Significant accounting estimates, assumptions and judgments

In application of the Company’s accounting policies, which are described in note 2.2, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of revenues, expenses, assets, liabilities, the accompanying disclosures, and the disclosure of contingent liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised prospectively.

Estimates and assumptions

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2022 is included in the following notes :

- recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- measurement of defined benefit obligations: key actuarial assumptions;
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- provision for inventory obsolescence
- impairment of financial assets (i.e. expected credit loss on trade receivables)
- impairment of non-financial assets

e Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Notes forming part of the Standalone Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.1 Basis of preparation (contd.)

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the reporting date during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- investments (current)
- fair value measurements

2.2 Significant accounting policies

a Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided on straight-line method. The estimated useful life which is in line with Schedule II to the the Act is set out herein below.

Plant and machinery	- 15 years
Office premises	- 60 years
Office equipments	- 3 to 6 years
Furniture and fixtures	- 10 years
Electrical installations	- 10 years
Vehicles	- 8 years

Assets costing less than ₹5,000 are fully depreciated in the year of acquisition.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the standalone statement of profit and loss when the asset is derecognised.

Depreciation method, useful lives and residual values are reviewed at each reporting dates and adjusted if appropriate. The management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciations on additions / disposals is provided on a pro-rata basis i.e. from / upto the date on which asset is ready for use / disposed of.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

b Intangible assets

Intangible assets are stated at their cost of acquisition, less accumulated amortisation and impairment losses. An intangible asset is recognised, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The amortisable amount of intangible assets is allocated over the best estimate of its useful life on a straight-line basis. The estimated useful life and amortisation method are reviewed at each reporting date.

The Company capitalises software costs where it is reasonably estimated that the software has an enduring useful life. Software is amortised over the management's estimate of its useful life of five years and it is included in depreciation and amortisation expense in standalone statement of profit and loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the standalone statement of profit and loss when the asset is derecognised.

c Impairment of non-financial assets

Non-financial assets are reviewed at each reporting date to determine whether there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the standalone statement of profit and loss.

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

The Company's corporate assets (e.g. central office building for providing support to various cash-generating units) do not generate independent cash inflows. To determine impairment of corporate asset, recoverable amount is determined for the cash-generating units to which the corporate asset belongs.

The recoverable amount of a cash generating unit (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the cash generating unit (or the asset).

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the standalone statement of profit and loss.

d Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Revenue is measured based on the transaction price as specified in the contract with the customer. It excludes taxes or other amounts collected from customers in its capacity as an agent. In determining the transaction price, the Company considers below, if any:

- **Variable consideration** - This includes bonus, incentives, discounts etc. It is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at the end of reporting date.
- **Significant financing component** - The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.
- **Consideration payable to a customer** – Such amounts are accounted as reduction of transaction price and therefore, of revenue unless the payment to the customer is in exchange for a distinct good or service that the customer transfers to the Company.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to the existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if additional services are priced at the standalone selling price, or as a termination of existing contract and creation of a new contract if not priced at the standalone selling price.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

e Inventories

Stock-in-trade are valued at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated cost of completion and cost necessary to make the sale. The comparison of cost and net realisable value is made on item-by-item basis.

Cost of Stock-in-trade is determined by the weighted average cost method. Cost of Stock-in-trade comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an inventory review at each reporting date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each reporting date.

f Employee benefits

i. Short-term employee benefits

Employee benefits such as salaries, allowances, bonus and ex-gratia, which fall due for payment within a period of twelve months after rendering service, are measured on an undiscounted basis. It is charged as expense to standalone statement of profit and loss in the period in which the service is rendered.

ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contribution to a Government administered scheme and has no obligation to pay any further amounts. The Company's monthly contribution to Provident Fund and Employee's State Insurance Scheme are considered as defined contribution plans and are charged as an expense in the standalone statement of profit and loss, based on the amount of contribution required to be made and when services are rendered by the employees.

Notes forming part of the Standalone Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

iii. Defined benefit plans

Employee benefits under defined benefit plans such as gratuity which fall due for payment after completion of employment are measured by the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each reporting date. The Company's obligation recognised in the standalone balance sheet represents the present value of obligations as reduced by the fair value of plan assets.

Actuarial gains or losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest) are recognised immediately in other comprehensive income. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the standalone statement of profit and loss. Past service cost is recognised in the standalone statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The defined benefit obligation recognised in the standalone balance sheet represents the actual deficit or surplus on the Company's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

iv. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability on the basis of an independent actuarial valuation carried out at the reporting date, using the projected unit credit method. Actuarial gains or losses are recognised in the standalone statement of profit and loss in the year in which they occur.

g Foreign currency transactions

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the date of the transaction.

At the end of each reporting date, monetary items denominated in foreign currencies are restated at the rates prevailing at that date.

Exchange differences on monetary items are recognised in the standalone statement of profit and loss in the year in which they arise.

h Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the standalone statement of profit and loss in the period in which they are incurred.

i Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current and deferred tax are recognised in the standalone statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amount, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax is not recognised for :

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j Cash dividends

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. An interim dividend is recorded as a liability on the date of declaration by the Board of Directors.

k Earnings per share ('EPS')

Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

l Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including insubstance fixed payments;

The lease liability is measured at amortised cost using the effective interest method.

The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Company's leases comprise buildings for warehouse facilities and office premises.

m Provisions and contingent liability

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent liabilities are reviewed at each reporting date.

Notes forming part of the Standalone Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

n Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss 'FVTPL') are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through standalone statement of profit and loss are recognised immediately in the standalone statement of profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in the standalone statement of profit and loss and is included in the "Other income" line item.

Financial assets at FVTPL

Debt instruments that do not meet the amortised cost criteria or Fair value through other comprehensive income 'FVTOCI' criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting date, with any gains or losses arising on remeasurement recognised in the standalone statement of profit and loss. The net gain or loss recognised in the standalone statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investment in Subsidiary

Investment in Subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the standalone statement of profit and loss.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables and any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IND AS 115 Revenue from contracts, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under IND AS 109 Financial instruments.

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting date.

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in standalone statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting years. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting date, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the standalone statement of profit and loss.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109 Financial instruments. A financial liability (or a part of a financial liability) is derecognized from the Company's standalone balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Derivative financial instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

These contracts are initially recognised at fair value at the date the same are entered into and are subsequently remeasured to their fair value at the end of each reporting date. The resulting gain or loss is recognised in the standalone statement of profit and loss immediately, unless the contract is designated and effective as a hedging instrument, in which event the timing of the recognition in the standalone statement of profit and loss depends on the nature of hedging relationship and the nature of the hedged item.

o Standards issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below

- a) Ind AS 16 Property, Plant and Equipment – For items produced during testing/trail phase, clarification added that revenue generated out of the same shall not be recognised in SOPL and considered as part of cost of PPE.
- b) Ind AS 37 Provisions, Contingent Liabilities & Contingent Assets – Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.
- c) Ind AS 41 Agriculture– This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.
- d) Ind AS 101 – First time Adoption of Ind AS – Measurement of Foreign Currency Translation Difference in case of subsidiary/associate/ JV's date of transition to Ind AS is subsequent to that of Parent.
- e) FCTR in the books of subsidiary/associate/JV can be measured based Consolidated Financial Statements.
- f) Ind AS 103 – Business Combination – Reference to revised Conceptual Framework. For contingent liabilities / levies, clarification is added on how to apply the principles for recognition of contingent liabilities from Ind AS 37. Recognition of contingent assets is not allowed.
- g) Ind AS 109 Financial Instruments – The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in assessing whether to derecognise a financial liability.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law. The Company does not expect these amendments to have any significant impact on its financial statements.

Notes forming part of the Standalone Financial Statements

(Currency: ₹ in Lakhs)

3 Property, Plant and Equipments (PPE)

Description of Assets	Plant and Machinery	Office premises	Office equipments	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost							
Balance as at April 1, 2021	37.57	1,537.84	180.07	146.16	16.79	69.59	1,988.02
Additions	0.73	-	45.98	0.52	-	56.68	103.91
Disposals	(1.00)	-	(58.31)	(2.89)	-	(28.50)	(90.70)
Balance as at March 31, 2022	37.30	1,537.84	167.74	143.79	16.79	97.77	2,001.23
II. Accumulated depreciation for the year ended March 31, 2022							
Balance as at April 1, 2021	(16.14)	(141.45)	(132.24)	(116.95)	(14.45)	(33.52)	(454.75)
Depreciation for the year	(3.23)	(28.27)	(29.07)	(8.67)	(0.31)	(10.74)	(80.29)
Eliminated on disposal of assets	0.64	-	58.31	2.29	-	13.37	74.61
Balance as at March 31, 2022	(18.73)	(169.72)	(103.00)	(123.33)	(14.76)	(30.89)	(460.43)
Net block (I+II)	18.57	1,368.12	64.74	20.46	2.03	66.88	1,540.80

Description of Assets	Plant and Machinery	Office premises	Office equipments	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost							
Balance as at April 1, 2020	37.42	1,537.84	168.37	142.73	15.83	69.59	1,971.78
Additions	0.15	-	17.08	3.43	0.96	-	21.62
Disposals	-	-	(5.38)	-	-	-	(5.38)
Balance as at March 31, 2021	37.57	1,537.84	180.07	146.16	16.79	69.59	1,988.02
II. Accumulated depreciation for the year ended March 31, 2021							
Balance as at April 1, 2020	(13.10)	(113.18)	(112.52)	(96.53)	(11.97)	(25.16)	(372.46)
Depreciation for the year	(3.04)	(28.27)	(25.10)	(20.42)	(2.48)	(8.36)	(87.67)
Eliminated on disposal of assets	-	-	5.38	-	-	-	5.38
Balance as at March 31, 2021	(16.14)	(141.45)	(132.24)	(116.95)	(14.45)	(33.52)	(454.75)
Net block (I+II)	21.43	1,396.39	47.83	29.21	2.34	36.07	1,533.27

Note : All the immovable properties disclosed in the financial statement are held in the name of the Company.

3A Right-of-use asset (ROU assets)

Description of assets	Leased warehouse and office premises	Total
I. Cost		
Balance as at April 1, 2021	1,107.26	1,107.26
Additions	35.77	35.77
ROU Security Deposit	-	-
Balance as at March 31, 2022	1,143.03	1,143.03
II. Accumulated depreciation for the year ended March 31, 2022		
Balance as at April 1, 2021	(621.26)	(621.26)
Depreciation for the year	(291.80)	(291.80)
Surrender / termination of lease	-	-
Balance as at March 31, 2022	(913.06)	(913.06)
Net block (I+II)	229.97	229.97

Description of assets	Leased warehouse and office premises	Total
I. Cost		
Balance as at April 1, 2020	987.05	987.05
Additions	120.21	120.21
ROU Security Deposit	-	-
Balance as at March 31, 2021	1,107.26	1,107.26
II. Accumulated depreciation for the year ended March 31, 2021		
Balance as at April 1, 2020	(322.80)	(322.80)
Depreciation for the year	(298.46)	(298.46)
Balance as at March 31, 2021	(621.26)	(621.26)
Net block (I+II)	486.00	486.00

Notes:

- The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Standalone statement of profit and loss.
- Refer note no. 35 "Leases" for ROU assets movement.

3B Intangible assets

Particulars	Total
Computer software	
Balance as at April 1, 2021	14.23
Additions during the year	-
Balance as at March 31, 2022	14.23
Accumulated amortisation for 2021-22	
Balance as at April 1, 2021	(13.73)
Amortisation expense for the year	(0.47)
Balance as at March 31, 2022	(14.20)
Net block as at March 31, 2022	0.03

Particulars	Total
Computer software	
Balance as at April 1, 2020	14.23
Additions during the year	-
Balance as at March 31, 2021	14.23
Accumulated amortisation for 2020-2021	
Balance as at April 1, 2020	(13.03)
Amortisation expense for the year	(0.70)
Balance as at March 31, 2021	(13.73)
Net block as at March 31, 2021	0.50

Notes forming part of the Standalone Financial Statements

(Currency: ₹ in Lakhs)

4 Investments

Non-current

Particulars	As at March 31	
	2022	2021
Unquoted Investments		
Investment in Equity Instruments (at cost) in Subsidiary Company. (Refer note below)	1,650.00	1,650.00
Total	1,650.00	1,650.00

Aggregate amount of impairment in the value of investments

-

The Company holds 10,499 Equity shares of ₹10/- each fully paid-up i.e. 99.99% equity shares in TeamF1 Networks Private Limited which is incorporated in India as at March 31, 2022 (March 31, 2021 : 10,499 Equity shares of ₹10/- each fully paid-up i.e. 99.99% equity shares).

Current

Particulars	As at March 31, 2022		As at March 31, 2021	
	Nos. of Units	Amount	Nos. of Units	Amount
Unquoted investments				
Investment in mutual funds (at fair value through profit and loss)				
ICICI Prudential Liquid Fund - Direct Plan Growth	286,649.64	903.68	201,325.10	613.51
HDFC Liquid Fund -Direct Plan - Growth Option	21,520.41	900.57	12,523.80	506.65
Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	321,180.85	1,102.05	215,591.59	714.76
Nippon India Liquid Fund - Direct Plan -Growth Plan	-	-	13,181.65	663.38
Axis Liquid Fund - Growth - Regular	46,893.75	1,101.97	31,229.10	709.75
Kotak Liquid Fund - Direct Plan Growth	21,187.17	911.70	-	-
UTI Liquid Cash Plan - Direct Growth Plan	26,188.66	913.47	16,621.27	560.22
LIC MF Liquid Fund - Direct Plan - Growth	-	-	12,397.64	463.28
SBI Liquid Fund Direct Growth	27,015.42	900.45	12,734.97	410.27
L&T Liquid Fund - Regular Growth	20,807.46	603.45	-	-
Tata Liquid Fund Regular Plan Growth	27,582.28	919.33	6,551.86	211.28
Total		8,256.67		4,853.10

Aggregate amount of unquoted investments at cost

8,200.00

4,749.99

Aggregate amount of impairment in the value of investments

-

-

5 Other financial assets (Unsecured, considered good)

Non-current

Particulars	As at March 31	
	2022	2021
Security deposits	38.39	115.05
Total	38.39	115.05

Current

Particulars	As at March 31	
	2022	2021
Security deposits	84.55	10.25
Forward contract assets	-	2.11
Total	84.55	12.36

There are no other financial assets which have a significant increase in credit risk or are credit impaired.

Notes forming part of the Standalone Financial Statements

6 Deferred tax assets (net)

(Currency: ₹ in Lakhs)

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

Particulars	As at March 31	
	2022	2021
Deferred tax assets	477.87	416.26
Deferred tax liabilities	(180.82)	(179.36)
Net	297.05	236.90

Year ended March 31, 2022

Particulars	Opening balance	Recognised in statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets / (liabilities) in relation to:				
Provision for inventory obsolescence	115.72	24.37	-	140.09
Provision for doubtful advances	64.81	(0.01)	-	64.80
Provision for doubtful debts	64.35	(5.79)	-	58.56
Defined benefit obligation	7.30	(2.34)	(7.34)	(2.38)
Disallowance under section 43B of Income Tax Act, 1961	13.37	-	-	13.37
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	150.67	52.67	-	203.34
Intangible assets	0.03	0.05	-	0.08
Others	0.01	-	-	0.01
Deferred tax assets	416.26	68.95	(7.34)	477.87
Property, plant and equipment	(163.94)	(10.70)	-	(174.64)
Others	(15.42)	9.24	-	(6.18)
Deferred tax liabilities	(179.36)	(1.46)	-	(180.82)
Total	236.90	67.49	(7.34)	297.05

Year ended March 31, 2021

Particulars	Opening balance	Recognised in statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets / (liabilities) in relation to:				
Provision for inventory obsolescence	142.18	(26.46)	-	115.72
Provision for doubtful advances	73.09	(8.28)	-	64.81
Provision for doubtful debts	48.52	15.83	-	64.35
Defined benefit obligation	4.30	3.10	(0.10)	7.30
Disallowance under section 43B of Income Tax Act, 1961	13.37	-	-	13.37
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	157.18	(6.51)	-	150.67
Intangible assets	(0.05)	0.08	-	0.03
Others	0.01	-	-	0.01
Deferred tax assets	438.60	(22.24)	(0.10)	416.26
Property, plant and equipment	(154.99)	(8.95)	-	(163.94)
Others	(13.99)	(1.43)	-	(15.42)
Deferred tax liabilities	(168.98)	(10.38)	-	(179.36)
Total	269.62	(32.62)	(0.10)	236.90

Notes forming part of the Standalone Financial Statements

7 Non-current tax assets

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Current tax liabilities		
Provision for Income Tax	(2,362.11)	(2,362.11)
Less : Advance payment of taxes	2,379.03	2,379.03
Total	16.92	16.92

8 Other assets

Non current

Particulars	As at March 31	
	2022	2021
<u>Recoverable from government authorities :</u>		
Unsecured, Considered good	-	-
Unsecured, Considered doubtful	56.96	56.96
Less : Provision	(56.96)	(56.96)
<u>Advances to suppliers</u>		
Unsecured, Considered doubtful	-	-
Less : Provision	-	-
Total	-	-

Current

Particulars	As at March 31	
	2022	2021
<u>Unsecured, Considered good :</u>		
Customs and other duties recoverable	302.71	736.74
Advances to suppliers	390.15	70.19
Advance to employees	3.43	5.43
Prepaid expenses	155.07	122.47
Total	851.36	934.83

9 Inventories

Particulars	As at March 31	
	2022	2021
Inventories (lower of cost and net realisable value)		
Stock-in-trade - Networking products	6,415.85	6,120.32
Stock-in-trade - Networking products - Goods-in-transit	3,366.41	2,974.27
Total	9,782.26	9,094.59

The cost of stock-in-trade is net of provision in respect write-down of inventories to net realisable value amounting to ₹ 556.62 Lakhs (as at March 31, 2021 : ₹ 459.75 Lakhs).

10 Trade receivables

Particulars	As at March 31	
	2022	2021
(a) Unsecured, considered good		
- from related parties*	3.69	2.93
- from others	22,950.85	17,532.32
(b) Trade receivable which have significant increase in credit risk	11.84	36.52
Less : Allowance for expected credit loss	(11.84)	(36.52)
(c) Credit impaired	220.82	219.13
Provision for Credit impaired	(220.82)	(219.13)
Total	22,954.54	17,535.25

* Refer Note 40 for related party transactions

Notes forming part of the Standalone Financial Statements

10 Trade receivables (contd.)

(Currency: ₹ in Lakhs)

The average credit period on sales is 30 to 60 days. No interest is charged on overdue trade receivables.

A formal credit policy has been framed and credit facilities are given to customers within the framework of credit policy. As credit risk management mechanism, a policy for doubtful debts has been formulated and the risk exposure related to receivables is identified based on criteria's mentioned in policy and provided in credit loss allowance.

There are no trade receivables which have a significant increase in credit risk.

At March 31, 2022, the carrying amount of the Company's most significant customers is ₹ 7,699.24 Lakhs (March 31, 2021 : ₹ 4,578.90 Lakhs)

Ageing for trade receivables as at March 31, 2022 is as follows:

Particulars	As at March 31, 2022						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	19,719.75	3,234.74	-	0.05	-	-	22,954.54
(ii) Undisputed Trade Receivables - considered doubtful	-	5.18	-	-	6.66	-	11.84
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	54.34	166.48	220.82
Total	19,719.75	3,239.92	-	0.05	61.00	166.48	23,187.20

Ageing for trade receivables as at March 31, 2021 is as follows:

Particulars	As at March 31, 2021						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	14,845.42	2,616.72	-	-	-	-	17,462.14
(ii) Undisputed Trade Receivables - considered doubtful	-	27.16	-	9.36	-	-	36.52
(iii) Disputed Trade Receivables - considered good	-	-	-	73.11	-	-	73.11
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	52.65	166.48	-	219.13
TOTAL	14,845.42	2,643.88	-	135.12	166.48	-	17,790.90

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2022

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	19,719.75	0.00%	-
1 to 90 days past due	3,236.62	0.00%	-
91 to 180 days past due	3.30	0.00%	-
181 to 270 days past due	-	0.00%	-
271 to 360 days past due	-	0.00%	-
More than 360 days past due	227.53	100.00%	227.53
Total	23,187.20		227.53

Note: Additional provision of ₹ 5.13 Lakhs created based on management estimate towards certain debtors over and above the provision as per expected credit loss model.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2021.

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	14,845.42	0.00%	-
1 to 90 days past due	2,554.35	0.00%	-
91 to 180 days past due	89.53	4.20%	3.76
181 to 270 days past due	-	0.00%	-
271 to 360 days past due	-	0.00%	-
More than 360 days past due	301.60	77.39%	233.41
Total	17,790.90		237.18

Note : Additional provision of ₹ 18.47 Lakhs created based on management estimate towards certain debtors over and above the provision as per expected credit loss model.

Notes forming part of the Standalone Financial Statements

11 Cash and cash equivalents

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Cash on hand	0.09	0.09
Balances with banks in current accounts	998.76	1,589.84
Fixed deposits with Bank with original maturity for less than 3 months	774.47	-
Total	1,773.32	1,589.93

12 Bank balances other than above

Particulars	As at March 31	
	2022	2021
Earmarked balances		
- Unpaid dividend accounts	11.93	12.13
Fixed deposits with Bank with original maturity for more than 3 months and maturing within 12 months	2,030.03	3,403.19
- Given as security against Bank Guarantees - ₹ 26.93 Lakhs (as at March 31, 2021 : ₹ 18.29 Lakhs)		
Total	2,041.96	3,415.32

13 Equity share capital

Particulars	As at March 31	
	2022	2021
Authorised Share capital :		
70,000,000 (March 31, 2021 : 70,000,000) equity shares of ₹ 2 each	1,400.00	1,400.00
Issued, subscribed and fully paid up:		
35,504,850 (March 31, 2021 : 35,504,850) fully paid equity shares of ₹ 2 each	710.10	710.10
Total	710.10	710.10

i. Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31	
	2022	2021
	Number of shares	Number of shares
At the beginning of the year	35,504,850	35,504,850
At the end of the year	35,504,850	35,504,850

ii. Terms and Rights attached

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii. Details of equity shares held by the Holding Company

Particulars	As at March 31	
	2022	2021
	Number of shares	Number of shares
D-Link Holding Mauritius Inc.	18,114,663	18,114,663

iv. Details of equity shares held by each shareholder holding more than 5% shares in the Company

Name of Shareholders	As at March 31, 2022	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,634,356	7.42%

Notes forming part of the Standalone Financial Statements

13 Equity share capital (contd.)

(Currency: ₹ in Lakhs)

Name of Shareholders	As at March 31, 2021	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,755,000	7.76%

v. No shares have been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

vi. Details of shares held by promoters

Particulars	As at March 31, 2022	
	Number of shares held	% change during the year
Name of Promoter		
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	0.00%

Particulars	As at March 31, 2021	
	Number of shares held	% change during the year
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	0.00%

14 Other Equity

Particulars	As at March 31	
	2022	2021
General reserve - Refer note (i) below	1,022.81	1,022.81
Securities premium - Refer note (ii) below	3,591.34	3,591.34
Retained earnings - Refer note (iii) below		
Balance at the beginning of the year	19,940.56	17,363.12
Add : Transferred from statement of profit and loss	4,046.57	2,932.19
Add : Transferred from other comprehensive income - Refer note (iv) below	21.81	0.29
Less : Dividend paid	639.09	355.04
Balance at the end of the year	23,369.85	19,940.56
Total	27,984.00	24,554.71

(i) The general reserve is credited from time to time to transfer profits from retained earnings for appropriation purposes.

(ii) Security premium is created when shares are issued at premium and it is utilised in accordance with the provisions of the Companies Act, 2013.

(iii) Retained earnings comprise of the Company's undistributed profits after taxes.

(iv) Other comprehensive income consist of re-measurement of defined benefit plan comprises actuarial gains and losses and return on plan assets (excluding interest income).

15 Other financial liabilities

Non current

Particulars	As at March 31	
	2022	2021
Security deposits	26.19	30.47
Total	26.19	30.47

Notes forming part of the Standalone Financial Statements

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Unclaimed dividends	11.93	12.13
Forward contract liability	2.66	-
Other liabilities - Employees benefits payable	202.32	236.97
Total	216.91	249.10

16 Trade payables

Particulars	As at March 31	
	2022	2021
Total outstanding dues of micro and small enterprises (Refer note below)	134.05	188.44
Total outstanding dues of creditors other than micro and small enterprises	19,734.33	14,834.53
Total	19,868.38	15,022.97

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 33(ii).

Disclosures relating to amounts payable as at the year end together with interest paid / payable to Micro, Small and Medium Enterprises have been made in the accounts, as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Company determined on the basis of intimations received from suppliers regarding their status and required disclosures are given below :

Particulars	As at March 31	
	2022	2021
(i) the principal amount remaining unpaid as on year end.	134.05	188.44
(ii) the amount of interest due thereon remaining unpaid as on year end.	-	-
(iii) the amount of interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during the year.	-	-
(iv) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(v) the amount of interest accrued and remaining unpaid as on year end and	-	-
(vi) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Ageing for trade payables as at March 31, 2022 is as follows:

Particulars	Not due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	134.05	-	-	-	-	-	134.05
(ii) Others	10,416.15	3,000.31	6,317.87	-	-	-	19,734.33
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	10,550.20	3,000.31	6,317.87	-	-	-	19,868.38

Ageing for trade payables as at March 31, 2021 is as follows:

Particulars	Not due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	188.44	-	-	-	-	-	188.44
(ii) Others	6,577.79	2,324.62	5,932.12	-	-	-	14,834.53
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	6,766.23	2,324.62	5,932.12	-	-	-	15,022.97

Notes forming part of the Standalone Financial Statements

(Currency: ₹ in Lakhs)

17 Other current liabilities

Current

Particulars	As at March 31	
	2022	2021
(a) Advances from customers	50.65	1.77
(b) Others		
- Statutory dues*	98.39	83.67
- Disputed demand of Value Added Tax / Central Sales Tax	21.40	21.40
- Payable on behalf of Principal (net)	99.94	105.23
Total	270.38	212.07

* Includes provident fund and tax deducted at source etc

18 Current Provisions

Particulars	As at March 31	
	2022	2021
Employee benefits		
- Gratuity-Defined benefit liabilities (refer note 31)	20.36	31.04
- Provision for compensated absences	52.87	51.49
Total	73.23	82.53

19 Current tax liabilities

Particulars	As at March 31	
	2022	2021
Current tax liabilities		
Provision for Income Tax	4,310.02	2,848.27
Less : Advance payment of taxes	(4,203.49)	(2,764.06)
Total	106.53	84.21

20 Revenue from operations

Particulars	For the year ended March 31	
	2022	2021
(a) Sales of Networking products	90,297.30	70,979.76
(b) Sales of services	56.60	50.38
(c) Other operating revenues		
- Export benefits	29.81	37.43
- Others	-	-
Total	90,383.71	71,067.57

For the year ended March 31, 2022, revenues from sales of networking products to two significant customer is ₹ 22,788.48 Lakhs (year ended March 31, 2021 : ₹ 20,253.15 Lakhs).

Refer Note 37 for disaggregation of revenue.

Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	For the year ended March 31	
	2022	2021
Contracted Price	95,692.08	73,302.27
Reductions towards variable consideration components	(5,308.37)	(2,234.70)
Revenue recognised	90,383.71	71,067.57

The reduction towards variable consideration comprises of volume discounts, rebates etc.

Notes forming part of the Standalone Financial Statements

21 Other income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
a) Interest income		
- From others	112.93	96.45
b) Others		
- Net Gain on disposal of property, plant and equipment	0.72	0.41
- Net Gain on foreign currency transactions and translations	204.42	350.79
- Mark to Market - forward contracts measured at FVTPL	-	-
- Mark to Market - current investments measured at FVTPL	56.67	103.11
- Net Gain on sale of current investments	128.29	31.05
- Others	37.59	15.65
- Allowance for expected credit loss written back	22.99	-
Total	563.61	597.46

22 Purchase of stock-in-trade

Particulars	For the year ended March 31	
	2022	2021
Purchase of Stock-in-Trade - networking products	79,614.32	58,815.38
Total	79,614.32	58,815.38

23 Changes in inventories of stock-in-trade

Particulars	For the year ended March 31	
	2022	2021
Closing stock - networking products	9,782.26	9,094.59
Less : Opening stock - networking products	9,094.59	9,946.69
Total	(687.67)	852.10

24 Employee benefits expense

Particulars	For the year ended March 31	
	2022	2021
Salaries, wages and bonus	2,767.45	2,568.84
Contribution to provident and other funds	101.92	96.01
Staff welfare expenses	60.36	52.56
Total	2,929.73	2,717.41

25 Finance costs

Particulars	For the year ended March 31	
	2022	2021
Interest		
- On delayed payments of Income-tax / GST	2.04	7.35
- On lease liabilities (refer note 35)	36.23	55.94
Total	38.27	63.29

Notes forming part of the Standalone Financial Statements

26 Depreciation and amortisation expense

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Depreciation of property, plant and equipment (refer note 3)	80.29	87.67
Depreciation of right-of-use asset (refer note 3A)	291.80	298.46
Amortisation of intangible assets (refer note 3B)	0.47	0.70
Total	372.56	386.83

27 Other expenses

Particulars	For the year ended March 31	
	2022	2021
Power and fuel	39.11	34.26
Travelling and conveyance	138.34	81.87
Legal and consultation fees	299.83	219.38
Royalty fees (refer note 40)	1,061.95	706.28
Audit fees (refer note below)	65.60	46.36
Directors sitting fees	32.25	25.75
Rates and taxes	1.60	17.19
Repairs and maintenance - others	248.63	242.90
Communication expenses	63.48	72.13
Insurance	146.42	163.69
Advertisement and sales promotion expenses	376.85	2,433.62
Servicing expenses	445.32	462.75
Packing material consumption	53.12	56.05
Corporate social responsibility expenses (Refer note 38)	136.60	98.20
Allowance for expected credit loss and credit impaired on trade receivables and advances	-	62.89
Mark to Market loss - forward contracts measured at FVTPL	4.77	10.35
Bad debts written off	-	18.35
Net loss on agency business	32.49	18.18
Miscellaneous expenses	92.92	93.55
Total	3,239.28	4,863.75

Note :

Payments to auditors	For the year ended March 31	
	2022	2021
a) For audit		
- For statutory audit	16.00	14.50
- For limited review	15.00	13.50
b) For other services	32.50	17.50
c) For reimbursement of expenses	2.10	0.86
Total	65.60	46.36

Notes forming part of the Standalone Financial Statements

28 Income taxes

(Currency: ₹ in Lakhs)

i. Income tax recognised in standalone statement profit or loss

Particulars	For the year ended March 31	
	2022	2021
Current tax		
In respect of the current year	1,471.25	1,017.46
Excess provision for tax in respect of earlier years written back	(9.50)	(16.00)
	1,461.75	1,001.46
Deferred tax	(67.49)	32.62
	(67.49)	32.62
Total	1,394.26	1,034.08

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended March 31	
	2022	2021
Profit before tax	5,440.83	3,966.27
Income tax expense calculated at 25.17% (March 31, 2021 : 25.17%)	1,369.46	998.31
Effect of expenses that are not deductible in determining taxable profit		
Corporate Social Responsibility expenses	34.38	29.75
Disallowance u/s 14A of Income Tax Act, 1961	-	-
Others	(0.08)	22.02
	1,403.76	1,050.08
Adjustments recognised in the current year in relation to the current tax of prior years	(9.50)	(16.00)
Income tax expense recognised in statement of profit or loss	1,394.26	1,034.08

ii. Income tax recognised in other comprehensive income

Particulars	For the year ended March 31	
	2022	2021
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
On account of re-measurement of defined benefit obligation	7.34	0.10
Total	7.34	0.10
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to profit or loss	7.34	0.10

29 Earnings per share

Earnings per share is calculated by dividing the profit attributable to the Equity shareholders by the weighted average number of Equity shares outstanding during the year, as under:

Particulars	For the year ended March 31	
	2022	2021
Net Profit after tax (₹ in Lakhs)	4,046.57	2,932.19
Weighted average number of Equity Shares outstanding during the year	35,504,850	35,504,850
Basic and diluted earnings per share (Rupees)	11.40	8.26
Nominal value per share (Rupees)	2.00	2.00

Notes forming part of the Standalone Financial Statements

30 Dividend on Equity shares

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Cash dividend on Equity shares declared and paid :		
Final dividend for the year March 31, 2021: ₹ 1.80 per share (March 31, 2020: ₹ 1 per share)	639.09	355.04
Proposed dividends on Equity shares:		
Proposed cash dividend for the year March 31, 2022: ₹ 3 per share (March 31, 2021: ₹ 1.80 per share)	1,065.15	639.09

Proposed dividend on equity shares is subject to approval at the annual general meeting and is not recognised as a liability as at the year end.

31 Employee benefit plans

i. Defined contribution plans

The Company makes Provident Fund and Employee's state insurance corporation (ESIC) contributions which are in the nature of defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 57.56 Lakhs (Previous Year ended March 31, 2021 ₹ 56.67 Lakhs) towards Provident Fund contribution and ₹ 3.31 Lakhs (Previous Year ended March 31, 2021 ₹ 4.38 Lakhs) towards ESIC contribution included under employee benefits expense in the standalone statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

ii. Defined benefit plan

The gratuity scheme is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

Under the plan, the employees are entitled to a sum amounting to 15 days final basic salary for each year of completed service payable subject to maximum of ₹ 20 Lakhs at the time of retirement / resignation provided the employee has completed 5 years of continuous services.

The Plan exposes the Company to the following risks:

Investment risk	The return on investments will impact the position of the defined benefit plan liability. If the return falls, net defined benefit obligation will increase the value of the liability.
Interest risk	The defined benefit obligation calculated uses a discount rate based on government bonds. All other aspects remaining same, if bond yields fall, the defined benefit obligation will increase the value of the liability.
Longevity risk	The Company has used certain mortality and attrition assumptions in the valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumptions considered.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The risk relating to benefits to be paid to the dependents of plan members (widow and orphan benefits) is insured by an external insurance company.

iii. The disclosure as required under Ind AS 19 as per actuarial valuation regarding Employee Retirement Benefits Plan for Gratuity is as follows:

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at	
	As at March 31	
	2022	2021
Discount rate(s)	7.33%	6.74%
Expected rate(s) of salary increase	8.00%	8.00%
Mortality rates	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Rate of employee turnover	0 to 15 - 5%	0 to 15 - 5%
	15 to 42 - 0%	15 to 42 - 0%

Discount Rate

The discount rate is based on the prevailing market yields of Indian government securities at the reporting date for the estimated term of the obligations.

Notes forming part of the Standalone Financial Statements

31 Employee benefit plans (contd.)

(Currency: ₹ in Lakhs)

Salary Escalation Rate

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors. Amounts recognised in the standalone statement of profit and loss in respect of these defined benefit plans are as follows.

Particulars	For the year ended March 31	
	2022	2021
Current service cost	42.29	39.52
Past service cost	-	-
Net interest expense	0.70	(0.18)
Components of defined benefit costs recognised in profit or loss	42.99	39.34

Particulars	For the year ended March 31	
	2022	2021
Other Comprehensive Income (OCI)		
Return on plan assets (excluding amounts included in net interest expense)	(0.53)	(0.73)
Actuarial (gains) / losses recognised for the period	(28.62)	0.34
Components of defined benefit costs recognised in other comprehensive income	(29.15)	(0.39)

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the standalone statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

Particulars	As at March 31	
	2022	2021
Present value of funded defined benefit obligation	352.82	326.35
Fair value of plan assets	(332.46)	(295.31)
Net liability arising from defined benefit obligation	20.36	31.04

Movements in the present value of the defined benefit obligation are as follows:

Particulars	As at and for the year ended March 31	
	2022	2021
Opening defined benefit obligation	326.35	275.05
Current service cost	42.29	39.52
Interest cost	21.60	18.30
Actuarial Gains on obligation	(28.62)	0.34
Past service cost	-	-
Benefits paid	(8.80)	(6.86)
Closing defined benefit obligation	352.82	326.35

Movements in the fair value of the plan assets are as follows.

Particulars	As at and for the year ended March 31	
	2022	2021
Opening fair value of plan assets	295.31	257.96
Interest income	20.42	18.48
Return on plan assets (excluding amounts included in net interest expense)	0.53	0.73
Contributions from the employer	25.00	25.00
Benefits paid	(8.80)	(6.86)
Closing fair value of plan assets	332.46	295.31

Notes forming part of the Standalone Financial Statements

31 Employee benefit plans (contd.)

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Insurer Managed Funds	100%	100%

The weighted average remaining duration of the defined benefit obligation as at March 31, 2022 is 12.40 years (as at March 31, 2021 : 12.84 years)

Sensitivity Analysis	2021-22	2020-21
Projected Benefit Obligation on Current Assumptions	352.82	326.35
Delta effect of +1% change in Rate of Discounting	(38.84)	(38.13)
Delta effect of -1% change in Rate of Discounting	46.33	45.86
Delta effect of +1% change in Rate of Salary increase	39.12	40.22
Delta effect of -1% change in Rate of Salary increase	(36.24)	(36.13)
Delta effect of +1% change in Rate of Employee Turnover	(1.43)	(5.40)
Delta effect of -1% change in Rate of Employee Turnover	1.51	2.69

The Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Expected contribution to defined benefit plan for the next year

Particulars	Gratuity	
	March 31, 2022	March 31, 2021
Expected contribution to defined benefit plan for the next year	20.36	31.04

32 Financial instruments

i. Capital management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company is not subject to any externally imposed capital requirements.

ii. Categories of financial instruments

Particulars	Notes	As at March 31	
		2022	2021
Financial assets			
Measured at fair value through profit or loss (FVTPL)			
(a) Investment in mutual fund (unquoted)	4	8,256.67	4,853.10
(b) Forward contracts	5	-	2.11
Measured at amortised cost			
(a) Investments	4	1,650.00	1,650.00
(b) Cash and cash equivalents	11	1,773.32	1,589.93
(c) Bank balances other than (b) above	12	2,041.96	3,415.32
(d) Trade receivables	10	22,954.54	17,535.25
(e) Other financial assets	5	122.94	125.30
Financial liabilities			
Measured at fair value through profit or loss (FVTPL)			
(a) Forward contracts		2.66	-
Measured at amortised cost			
(a) Trade payables	16	19,868.38	15,022.97
(b) Lease liabilities	34	262.10	527.86
(c) Other financial liabilities	15	240.44	279.57

Notes forming part of the Standalone Financial Statements

33 Financial risk management objectives

(Currency: ₹ in Lakhs)

The Company's principal financial liabilities, comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include investment in subsidiary, trade and other receivables, current investments and cash that are derived directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk). The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the Company's operational and financial performance.

i. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of dealing with only credit worthy counterparties and the credit risk exposure for them is managed by the Company by credit worthiness checks. The Company also takes an credit risk insurance policy.

The carrying amount of financial assets represents the maximum credit risk exposure.

The credit risk on liquid funds and investments in Mutual funds is limited because the counterparties are banks / Mutual funds with high credit-ratings assigned by international credit-rating agencies.

ii. Liquidity risk management

The Company's principal sources of liquidity are cash and cash equivalents, cash flow generated from operations and by churning of current investments. The Company does not have any significant borrowing. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Liquidity risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2022.

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	19,868.38	19,868.38	-
Lease liabilities	262.10	231.58	30.52
Other financial liabilities	243.10	216.91	26.19

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2021.

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	15,022.97	15,022.97	-
Lease liabilities	527.86	296.92	230.94
Other financial liabilities	279.57	249.10	30.47

The table below provides details regarding the Financing facilities (Refer note below)

Particulars	As at March 31	
	2022	2021
Secured cash credit facility from bank:		
i) amount used	74.74	-
ii) amount unused	2,925.26	3,000.00
Total	3,000.00	3,000.00

Note:

Cash Credit accounts and non funded facilities with banks are secured by hypothecation of inventories, book debts and receivables, both present and future on pari passu basis.

Notes forming part of the Standalone Financial Statements

33 Financial risk management objectives (contd.)

(Currency: ₹ in Lakhs)

iii. Market risk

The Company is exposed to market risks associated with foreign currency rates.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Trade payables as at		Trade receivables as at	
	As at March 31		As at March 31	
	2022	2021	2022	2021
Currency USD	5,619,885	6,142,268	270,113	706,808
Currency INR in Lakhs	4,262.43	4,491.02	204.71	516.71

Foreign currency sensitivity analysis

The Company is mainly exposed to the US Dollar currency

The Company's exchange risk arises from its foreign currency purchases and revenues, (primarily in U.S. Dollars).

As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Company's purchases measured in Indian Rupees will decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue from foreign currencies, the Company is not significantly exposed to foreign currency risk in receivables.

The following table details the company's sensitivity to a 5% increase and decrease in the rupees against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Particulars	USD Impact	
	As at March 31	
	2022	2021
Impact on profit or loss for the year	202.89	198.72
Impact on total equity as at the end of the year	202.89	198.72

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Forward foreign exchange contracts

The Company enters into foreign exchange forward contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than the Indian rupee. The counter party to the Company's foreign currency forward contracts is a bank. These contracts are entered into to hedge the foreign currency risks of firm commitments.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period:

Particulars	Average exchange rate (₹)		Foreign currency (USD)		Notional value (₹ in Lakhs)		Fair value assets (liabilities) (₹ in Lakhs)	
	As at March 31		As at March 31		As at March 31		As at March 31	
	2022	2021	2022	2021	2022	2021	2022	2021
Buy Currency								
Less than 3 months	75.96	72.91	1,650,000	1,700,000	1,253.70	1,241.40	(2.66)	2.11
Sell Currency								
Less than 3 months	-	65.59	-	1,092,400	-	716.52	-	0.44

Notes forming part of the Standalone Financial Statements

34 Fair value measurements

(Currency: ₹ in Lakhs)

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the reporting date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting date. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at March 31			
	2022	2021		
Investments in mutual funds	8,256.67	4,853.10	Level 1	The mutual fund investments are valued at closing NAV provided by the fund.
Forward Contract (Liability) / Asset	(2.66)	2.11	Level 2	The Forward foreign currency contracts are valued at Mark to market values provided by banks with whom the Company contracts.

35 Disclosure as per Ind AS 116 Leases

As a lessee

a. Right-of-use assets

The rights of use asset for lease assets is recognised under the following heads

Particulars	Leased warehouse and office premises	Total
Balance at April 1, 2021	486.00	486.00
Additions during the year	35.77	35.77
Deletions during the year	-	-
Depreciation charge for the year	(291.80)	(291.80)
Balance at March 31, 2022	229.97	229.97

Particulars	Leased warehouse and office premises	Total
Balance at April 1, 2020	664.25	664.25
Additions during the year	120.21	120.21
Deletions during the year	-	-
Depreciation charge for the year	(298.46)	(298.46)
Balance at March 31, 2021	486.00	486.00

b. Lease liabilities

Particulars	As at March 31	
	2022	2021
Maturity analysis - contractual undiscounted cash flows		
Less than one year	243.42	332.21
One to five years	32.10	241.05
More than five years	-	-
Total undiscounted lease liabilities	275.52	573.26

Notes forming part of the Standalone Financial Statements

35 Disclosure as per Ind AS 116 Leases (contd.)

(Currency: ₹ in Lakhs)

Lease liabilities included in the standalone statement of financial position

Particulars	As at March 31	
	2022	2021
Current	231.58	296.92
Non-current	30.52	230.94

c. Amounts recognised in the standalone statement of profit or loss

Particulars	For the year	
	2021-2022	2020-2021
Interest on lease liabilities	36.23	55.94

d. Amounts recognised in the standalone statement of cash flows

Particulars	For the year	
	2021-2022	2020-2021
Total cash outflow for leases	301.53	271.28

36 Contingent liabilities

The Customs Department (Directorate of Revenue Intelligence) [DRI] had initiated enquiry of classification of certain products imported by the Company during the previous years. As an outcome of this, the following Show Cause Notices from Customs Department (Directorate of Revenue Intelligence) were received by the Company for misclassification of certain products imported pertain to earlier years;

- show cause notice (SCN) dated 10th May 2019 demanding differential duty amount of ₹ 794 Lakhs (excluding interest and penalty)
- show cause notice (SCN) dated 13th June 2019 (i.e. patch panels) demanding differential duty amount of ₹ 940.25 Lakhs (excluding interest and penalty).

The Company has received the adjudication orders from ADG, DRI dated 26th May 2020 in both the matters, partially setting aside the demand of duty pertaining to imports of goods and determining the duty liability to ₹ 54.54 Lakhs excluding the interest. In light of the order, the Company reversed the excess provision of ₹ 460.31 Lakhs (including interest) during the year ended 31st March 2020.

On 11th December 2020, the customs department has filed an appeal in Customs, Excise & Service Tax Appellate Tribunal, contending such decision of ADG - DRI in respect of one of the orders involving a duty demand of ₹ 940.25 Lakhs. The Company awaits hearing date from Tribunal. Based on the management assessment and external legal opinion, management believes that the Company has strong case to defend its position in the above matters. "

37 Segment information

The principal business of the Company is marketing and distribution of D-Link branded Networking products. All other activities of the Company revolve around its main business. The CEO & Managing Director of the Company, has been identified as the chief operating decision maker (CODM). The CODM evaluates the Company's performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, directors have concluded that there is only one operating reportable segment as defined by Ind AS 108 - Operating Segments.

Revenue as per geography segment is as follows :

Particulars	For the year ended March 31	
	2022	2021
India	89,327.39	69,218.57
Outside India	1,056.32	1,849.00
Total	90,383.71	71,067.57

Notes forming part of the Standalone Financial Statements

(Currency: ₹ in Lakhs)

38 Corporate Social Responsibility

Particulars	For the year ended March 31	
	2022	2021
1. Gross amount required to be spent by the Company during the year (as prescribed under Section 135 of the Companies Act, 2013)	84.07	69.28
2. Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) For the purpose other than (i) above	136.60	98.20
3. Shortfall at the end of the period/year	-	-
4. Total of previous years shortfall	-	82.68
5. Reason for shortfall	1.26*	53.76*
6. Nature of CSR activities	Other than construction/ acquisition of asset	Other than construction/ acquisition of asset
7. Details of Related party transactions	-	-
8. Liability incurred by entering into contractual obligations	-	-

* The unspent amount in respect of an ongoing project ₹53.76 lakhs is transferred to separate unspent CSR bank account in the month of April 2021. Out of which the company has paid ₹52.50 lakh in the current year.

39 The Company has considered the possible impact of events arising from COVID-19 pandemic and the resultant lockdowns in the preparation of the standalone financial statement including but not limited to assessment of Company's liquidity and going concern, receivables, inventory and supply chain etc. The impact of pandemic may be different from that estimated as at the date of approval of these standalone financial statement. Considering the existing uncertainties, the Company will continue to closely monitor any material changes and consequential impact on its standalone financial statement.

40 Related party disclosures

a) Name of related parties where control exists irrespective of whether transactions have occurred or not

D-Link Corporation, Taiwan	- Ultimate Holding Company
D-Link Holding Mauritius Inc.	- Holding Company
TeamF1 Networks Private Limited	- Subsidiary Company

b) Other related parties (Subsidiaries of Ultimate Holding Company):

D-Link (Europe) Ltd
D-Link International (Singapore)
D-Link Canada Inc.
D-Link Middle East-FZCO
D-Link Japan K K (DJP)
D-Link International Pte. Ltd
D-Link International Pte. Ltd. (DILA)
D-Link Latin America Company Ltd.
D-Link Brazil LTDA
D-Link Australia Pty Limited
D-Link (Shanghai) Limited Corp.
D-Link Systems Inc.

c) Key management personnel / Directors

Mr. Tushar Sighat	Managing Director & CEO
Mr. Vinay Joshi (w.e.f February 8, 2020)	Chief Financials Officer
Mr. Rajaram Aijaonkar	Independent Director
Mr. Satish Godbole	Independent Director
Ms. Madhu Gadodia	Independent Director
Mr. Mukesh Lulla	Director
Mr. Hung Yi Kao	Chairman

Notes forming part of the Standalone Financial Statements

40 Related party disclosures (contd.)

(Currency: ₹ in Lakhs)

d) Details of transactions with related parties during the year:

Nature of transactions	Ultimate Holding Company / Holding Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person / Directors	Total
Purchase of Stock-in-trade				
	-	31.51	-	31.51
D-Link International (Singapore)	(-)	(193.66)	(-)	(193.66)
	-	12,544.62	-	12,544.62
D-Link International Pte. Ltd.	(-)	(18,390.71)	(-)	(18,390.71)
D-Link Corporation	4,637.12	-	-	4,637.12
	(430.94)	(-)	(-)	(430.94)
Others	-	32.80	-	32.80
	(-)	(24.10)	(-)	(24.10)
Sale of Stock-in-trade				
	-	4.34	-	4.34
D-Link International (Singapore)	(-)	(0.22)	(-)	(0.22)
D-Link Middle East-FZCO	-	-	-	-
	(-)	(5.15)	(-)	(5.15)
D-Link International Pte. Ltd. (DILA)	-	-	-	-
	(-)	(-)	(-)	-
Others	-	21.28	-	21.28
	(-)	(2.93)	(-)	(2.93)
Repairs & maintenance - IT Services				
	175.27	-	-	175.27
D-Link Corporation	(218.16)	(-)	(-)	(218.16)
Royalty paid				
	1,061.95	-	-	1,061.95
D-Link Corporation	(706.28)	(-)	(-)	(706.28)
Reimbursement of expenditure to				
	-	2.69	-	2.69
D-Link International Pte. Ltd.	(-)	(31.65)	(-)	(31.65)
D-Link International (Singapore)	-	-	-	-
	(-)	(0.01)	(-)	(0.01)
Reimbursement of expenditure from				
	-	-	-	-
D-Link International Pte. Ltd.	(-)	(1.87)	(-)	(1.87)
Managerial Remuneration (Refer note 1 below)				
	-	-	281.56	281.56
Mr. Tushar Sighat	(-)	(-)	(229.73)	(229.73)
Remuneration				
	-	-	25.83	25.83
Mr Shrinivas Adkesar	(-)	(-)	(-)	-
	-	-	46.35	46.35
Mr Vinay Joshi	(-)	(-)	(36.91)	(36.91)

Notes forming part of the Standalone Financial Statements

40 Related party disclosures (contd.)

(Currency: ₹ in Lakhs)

Nature of transactions	Ultimate Holding Company / Holding Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person / Directors	Total
Director's Sitting fees				
Mr. Rajaram Ajgaonkar	-	-	7.25	7.25
	(-)	(-)	(6.50)	(6.50)
Mr. Satish Godbole	-	-	6.50	6.50
	(-)	(-)	(6.50)	(6.50)
Ms. Madhu Gadodia	-	-	6.50	6.50
	(-)	(-)	(6.50)	(6.50)
Mr. Mukesh Lulla	-	-	3.75	3.75
	(-)	(-)	(3.00)	(3.00)
Mr. Hung Yi Kao	-	-	8.25	8.25
	(-)	(-)	(3.25)	(3.25)
Dividend paid				
D-Link Holding Mauritius Inc.	326.06	-	-	326.06
	(181.15)	(-)	(-)	(181.15)
Mr. Mukesh Lulla	-	-	47.70	47.70
	(-)	(-)	(27.55)	(27.55)
Others	-	-	-	-
	(-)	(-)	(0.16)	(0.16)
As at the year end				
Amount due to				
D-Link International Pte. Ltd	-	18.91	-	18.91
	(-)	(3,426.98)	(-)	(3,426.98)
D-Link International (Singapore)	-	-	-	-
	(-)	(-)	(-)	-
D-Link Corporation	3,391.24	-	-	3,391.24
	(143.92)	(-)	(-)	(143.92)
Others	-	-	-	-
	(-)	(0.41)	(-)	(0.41)
Amount due from				
D-Link International Pte. Ltd	-	2.50	-	2.50
	(-)	(-)	(-)	-
D-Link Middle East-FZCO	-	1.19	-	1.19
	(-)	(0.05)	(-)	(0.05)
Others	-	-	-	-
	(-)	(2.87)	(-)	(2.87)

Figures in brackets pertain to previous year.

Notes:

1. Managerial remuneration excludes provision for gratuity and compensated absences, since these are provided on the basis of an actuarial valuation for the Company as a whole and long term incentive.
2. Terms and conditions of transactions with related parties

The Company's international transactions with related parties where control exists are at arm's length as per the independent accountant's report for the year ended March 31, 2021. Management believes that the Company's international transactions with related parties where control exists post March 2021 continue to be at arm's length and that the transfer pricing legislation will not have an impact on the financial statements, particularly on the amount of the tax expense for the year and the amount of the provision for taxation at the year end.

Notes forming part of the Standalone Financial Statements

41 Additional Regulatory Information

(Currency: ₹ in Lakhs)

Ratio	Numerator	Denominator	Current year	Previous year	% Variance	Reason for variance
1. Current Ratio (in times)	Total current assets	Total current liabilities	2.20	2.35	6.16%	
2. Debt-Equity Ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	0.01	0.02	56.28%	Repayment of lease liabilities in current year.
3. Debt Service Coverage Ratio (in times)	Earning for Debt Service = Cash generated from operations	Debt service = Payments for Lease liabilities	14.66	29.67	50.59%	Repayment of lease liabilities in current year.
4. Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	15.00%	12.23%	22.64%	
5. Inventory turnover ratio (in times)	Purchases of stock-in-trade	Average Inventories	8.36	6.27	33.43%	Increase in purchases in line with top line whereas inventory levels remained same.
6. Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	2.85	4.06	29.83%	Receivables were considerably higher due to Covid-19 impact in previous year.
7. Trade payables turnover ratio (in times)	Purchases of stock-in-trade	Average trade payables	4.56	3.66	24.85%	
8. Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	3.89	3.52	10.47%	
9. Net profit ratio (in %)	Profit for the year	Revenue from operations	4.48%	4.13%	8.51%	
10. Return on Capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	18.80%	15.51%	21.20%	
11. Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	2.82%	3.80%	25.67%	Although average investible funds have increased during the year, return on investments came down substantially from the previous year.

Notes forming part of the Standalone Financial Statements

- 42** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 43** The company has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- 44** Quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- 45** Appropriate adjustments have been made to the previous year figures, wherever required, to bring them in line with current year classification and groupings in accordance with amended Schedule III of the Companies Act, 2013, which has been effective from 1 April 2021.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W - 100022

For and on behalf of the Board of Directors of
D-Link (India) Limited
CIN: L72900GA2008PLC005775

Tushar Sighat
Managing Director & CEO
DIN No.: 06984518

Satish Godbole
Director
DIN No.: 02596364

Rekha Shenoy
Partner
Membership No: 124219

Vinay Joshi
Chief Financial Officer
Membership No: 102223

Shrinivas Adikesar
Company Secretary
Membership No.: A20908

Mumbai, dated: April 26, 2022

Mumbai, dated: April 26, 2022

Consolidated
Financial Statements



Independent Auditors' Report

To the Members of D-Link (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of D-Link (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue recognition: Refer Note 2.2d for accounting policy and Note 19 for revenue details

The key audit matter	How the matter was addressed in our audit
<p>The Group sells networking products and aims to offer high quality products to its customers.</p> <p>Revenue from sale of products is recognised when the risks and rewards of the underlying products as well as the control over the products have been transferred to the customer. This is based on the terms and conditions of the sales contracts entered into with the customers.</p> <p>We have identified recognition of revenue as a key audit matter as revenue is a key performance indicator.</p> <p>There is also a risk of revenue being recognised in the wrong accounting period due to sales cut-off issue e.g overstating revenue by recording sales during the period and at the period end, however delivery scheduled in subsequent periods.</p> <p>There is also a risk of revenue being fraudulently overstated through booking fictitious sales transactions.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Tested the design, implementation and operating effectiveness of the Group's internal controls including general IT application/ controls over the Company's systems which govern recording of revenue. - Performed substantive testing by selecting samples using statistical sampling tool for revenue transactions recorded during the year, by verifying the underlying documents, which included sales invoices and delivery/ shipping documents. - Performed an analysis of the revenue during the period to identify any unusual trends, such as month on month analysis. - Performed sales cut-off testing (including sales booked after the year-end) for samples selected using statistical sampling tool by verifying the underlying invoice, terms of delivery and delivery/shipping documents. - Performed unpredictable audit procedures obtain sales transaction confirmation for one month from customer selected on random basis. - Circulated balance confirmations request letters to the parties selected using statistical sampling tool. On non-receipt of confirmation, performed alternate procedures including verification of invoice and collection in the bank statement. - Assessed manual journals entries posted to revenue. - Evaluated the adequacy of the consolidated financial statement disclosures as per Indian Accounting standard 115 revenue from contracts with customers.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report

Independent Auditors' Report

unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2.(A) As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company and subsidiary company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group companies, is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group. Refer Note XX to the consolidated financial statements.
 - b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022.
 - c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 March 2022
 - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company, incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary company incorporated in India or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary company incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company incorporated in India shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
 - e) The dividend declared or paid during the year by the Holding Company is in compliance with Section 123 of the Act. The subsidiary company incorporated in India have neither declared nor paid any dividend during the year.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Place: Mumbai
Date : 26 April 2022

Rekha Shenoy
Partner
Membership No. 124219
ICAI UDIN 22124219AHVRAE5237

Annexure “A” to the Independent Auditor’s Report on Consolidated Financial Statements

(Referred to in our report of even date)

Report on Other Legal and Regulatory Requirements

With reference to the Annexure “A” referred to in the Independent Auditors’ Report to the members of the D-Link (India) Limited on the consolidated financial statements for the year ended 31 March 2022, we report the following:

(xxi) According to the information and explanations given to us during the course of audit, companies incorporated in India and included in the consolidated financial statements did not have any unfavourable answers, qualifications or adverse remarks in their respective Companies (Auditor’s Report) Order (CARO).

For **B S R & Co. LLP**

Chartered Accountants

Firm’s Registration No.: 101248W/W-100022

Rekha Shenoy

Partner

Membership No. 124219

ICAI UDIN: 22124219AHVRAE5237

Place: Mumbai

Date : 26 April 2022

Annexure “B” to the Independent Auditors’ report

Annexure “B” to the Independent Auditors’ report on the consolidated financial statements of D-Link (India) Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (j) of Sub-Section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2A (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of D-Link (India) Limited (hereinafter referred to as “the Holding Company”) and such company incorporated in India under the Companies Act, 2013 which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The respective Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company’s internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm’s Registration No.: 101248W/W-100022

Rekha Shenoy
Partner

Membership No. 124219
ICAI UDIN 22124219AHVRAE5237

Place: Mumbai
Date : 26 April 2022

Consolidated Balance Sheet

as at March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31	
		2022	2021
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3	1,563.14	1,571.97
(b) Right-of-use assets	3A	324.50	654.09
(c) Goodwill	4	1,534.96	1,534.96
(d) Other intangible assets	3B	0.03	0.50
(e) Financial assets			
(i) Other financial assets	5	53.01	153.96
(f) Deferred tax assets (net)	6	305.88	256.96
(g) Non-current tax assets (net)	7	22.08	26.04
(h) Other non-current assets	8	-	-
Total Non-current Assets		3,803.60	4,198.48
Current Assets			
(a) Inventories	9	9,782.26	9,094.59
(b) Financial assets			
(i) Investments	10	8,256.67	4,853.10
(ii) Trade receivables	11	23,065.11	17,761.50
(iii) Cash and cash equivalents	12	2,041.90	1,669.71
(iv) Bank balances other than (iii) above	13	3,235.72	4,526.94
(v) Other financial assets	5	185.27	65.73
(c) Other current assets	8	885.59	950.38
Total Current Assets		47,452.52	38,921.95
Total Assets		51,256.12	43,120.43
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	710.10	710.10
(b) Other equity	15	29,551.79	25,919.78
Equity attributable to owners of the Company		30,261.89	26,629.88
Non-controlling Interests		0.17	0.15
Total Equity		30,262.06	26,630.03
LIABILITIES			
Non-current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	36	96.57	270.28
(ii) Other financial liabilities	16	26.19	30.47
Total Non-current Liabilities		122.76	300.75
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	36	260.67	443.88
(ii) Trade payables	17		
(A) total outstanding dues of micro enterprises and small enterprises;		134.05	188.44
(B) total outstanding dues of creditors other than micro enterprises and small enterprises;		19,753.06	14,855.59
(iii) Other financial liabilities	16	233.65	249.10
(b) Other current liabilities	18	286.94	230.03
(c) Provisions	19	96.40	138.40
(d) Current tax liabilities (net)	20	106.53	84.21
Total Current Liabilities		20,871.30	16,189.65
Total Liabilities		20,994.06	16,490.40
Total Equity and Liabilities		51,256.12	43,120.43
Basis of preparation and Significant accounting policies	2		
See accompanying notes to the consolidated financial statements	3-47		

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	Notes	For the year ended March 31	
		2022	2021
I. Revenue from operations	21	91,832.43	72,654.69
II. Other income	22	658.19	684.77
III. Total income (I+II)		92,490.62	73,339.46
IV. Expenses			
Purchases of stock-in-trade	23	79,614.32	58,815.38
Changes in inventories of stock-in-trade	24	(687.67)	852.10
Employee benefits expense	25	3,904.33	3,771.99
Finance costs	26	49.09	86.40
Depreciation and amortisation expense	27	522.48	544.40
Other expenses	28	3,398.16	5,029.56
Total expenses		86,800.71	69,099.83
V. Profit before tax (V-VI)		5,689.91	4,239.63
VI. Tax expense			
Current tax	29	1,533.81	1,084.60
Deferred tax	6	(63.17)	36.14
Excess provision for tax in respect of earlier years written back	29	(9.50)	(16.00)
		1,461.14	1,104.74
VII. Profit for the year (VII-VIII)		4,228.77	3,134.89
VIII. Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plan		56.61	(2.56)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(14.25)	0.64
Total other comprehensive (loss) / income (net of taxes)		42.36	(1.92)
IX. Total comprehensive income for the year (IX+X)		4,271.13	3,132.97
Profit for the year attributable to:			
- Owners of the Company		4,228.75	3,134.86
- Non-controlling interests		0.02	0.03
		4,228.77	3,134.89
Other comprehensive income for the year attributable to:			
- Owners of the Company		42.36	(1.92)
- Non-controlling interests		-	-
		42.36	(1.92)
Total comprehensive income for the year attributable to:			
- Owners of the Company		4,271.11	3,132.94
- Non-controlling interests		0.02	0.03
		4,271.13	3,132.97
X. Earnings per equity share (EPS)	30		
(Face value of ₹2/- per share)			
Basic and diluted (in ₹)		11.91	8.83
Basis of preparation and Significant accounting policies	2		
See accompanying notes to the consolidated financial statements	3-47		

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Consolidated Cash Flow Statement

for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Cash flows from operating activities		
Profit for the year	5,689.91	4,239.63
Adjustments for:		
Loss on disposal of Fixed assets	0.40	-
Finance costs	49.09	86.40
(Gain) on disposal of property, plant and equipment	(0.72)	(0.41)
Mark to Market - current investments measured at FVTPL	(56.69)	(103.11)
Net gain on sale of current investments	(128.27)	(31.05)
Mark to Market - forward contract measured at FVTPL	4.77	10.35
Bad debts written off	-	18.35
Sundry balances written back (net)	-	(15.65)
Allowance for expected credit loss and credit impaired on trade receivables and advances (written back) / charged	(22.99)	62.89
Interest income on fixed deposits with banks	(176.06)	(149.01)
Rental hike waiver for Covid 19	(10.27)	(3.62)
Interest income on others	(4.25)	(2.96)
Depreciation on Right of Asset	291.80	298.46
Depreciation and amortisation expense	230.68	245.94
Amortisation of fair value charge	4.12	4.28
(Gain) / Loss on unrealised foreign exchange fluctuations (net)	(19.60)	(2.87)
	5,851.92	4,657.62
Adjustments for:		
(Increase) in trade and other receivables	(5,282.05)	(384.99)
(Increase) / Decrease in inventories	(687.67)	852.10
Decrease / (Increase) in other non-current financial assets	105.20	(30.58)
(Increase) / Decrease in other current financial assets	(119.90)	80.33
Decrease in other current assets	64.79	405.16
Increase in trade and other payables	4,864.11	2,741.35
Increase / (Decrease) in current provisions	14.61	(9.69)
(Decrease) / Increase in other current financial liabilities	(15.45)	(22.95)
(Decrease) / Increase in other non-current financial liabilities	(4.28)	3.48
Increase in other current liabilities	56.07	188.80
	(1,004.57)	3,823.01
Cash generated from operations	4,847.35	8,480.63
Income taxes paid (net)	(1,498.03)	(1,020.93)
Net cash generated from operating activities (A)	3,349.32	7,459.70

Consolidated Cash Flow Statement for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Cash flows from investing activities		
Payments for purchase of Investments in mutual funds	(19,950.00)	(9,500.00)
Proceeds on sale of Investments in mutual funds	16,731.39	6,996.33
Payments for Investments in fixed deposits with bank	1,291.22	(3,435.27)
Interest received	171.65	148.66
Payments for purchases of property, plant and equipment	(114.25)	(32.75)
Proceeds from sale of property, plant and equipment	16.81	0.41
Net cash (used in) investing activities (B)	(1,853.18)	(5,822.62)
Cash flows from financing activities		
Dividends paid (including tax thereon)	(639.09)	(355.04)
Interest paid	(48.29)	(86.40)
Payments for Lease liabilities	(436.57)	(394.86)
Net cash (used in) financing activities (C)	(1,123.95)	(836.30)
Net (decrease) in cash and cash equivalents (D)=(A)+(B)+(C)	372.19	800.78
Cash and cash equivalents at the beginning of the year (E)	1,669.71	868.93
Cash and cash equivalents at the end of the year (D)+(E)	2,041.90	1,669.71
(Refer Note 12)		

Notes:

- The consolidated statement of cash flows is prepared by the indirect method set out in Ind AS 7 on statement of cash flows and presents the cash flows by operating, investing and financing activities of the Company.
- Cash and Cash equivalents presented in the consolidated statement of cash flows consist of cash on hand and unencumbered bank balances.
- The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of
D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Consolidated Statement of Changes in Equity for the year ended March 31, 2022

(a) Equity share capital

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31	
		2022	2021
As at the beginning of the year	14	710.10	710.10
Changes in equity share capital during the year		-	-
As at end of the year		710.10	710.10

(b) Other equity

(Currency: ₹ in Lakhs)

Particulars	Notes	Securities premium reserve	General reserve	Retained earnings	Other comprehensive income - Remeasurements of the defined benefit plan	Total Other equity	Non Controlling Interest	Total
As at April 1, 2020	15	3,591.34	1,022.81	18,469.26	58.47	23,141.88	0.12	23,142.00
Profit for the year		-	-	3,134.86	-	3,134.86	0.03	3,134.89
Other comprehensive income for the year, net of tax		-	-	-	(1.92)	(1.92)	0.00	(1.92)
Total comprehensive income for the year ended March 31, 2021		-	-	3,134.86	(1.92)	3,132.94	0.03	3,132.97
Dividend Paid		-	-	(355.04)	-	(355.04)	-	(355.04)
Corporate tax on Dividends		-	-	-	-	-	-	-
As at March 31, 2021	15	3,591.34	1,022.81	21,249.08	56.55	25,919.78	0.15	25,919.93
Profit for the year		-	-	4,228.75	-	4,228.75	0.02	4,228.77
Other comprehensive income for the year, net of tax		-	-	-	42.36	42.36	0.00	42.36
Total comprehensive income for the year ended March 31, 2022		-	-	4,228.75	42.36	4,271.11	0.02	4,271.13
Dividend Paid		-	-	(639.09)	-	(639.09)	-	(639.09)
Corporate tax on Dividends		-	-	-	-	-	-	-
As at March 31, 2022	15	3,591.34	1,022.81	24,838.74	98.91	29,551.79	0.17	29,551.97

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

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Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2022

(Currency: ₹ in Lakhs)

1 Background of the Company

The Consolidated Financial Statements of D-Link (India) Limited (the Parent Company, or the Holding Company or The Company) comprise of the financials of the Parent Company and TeamF1 Networks Private Limited (Subsidiary of the Parent Company), together referred to as the 'Group'. D-Link (India) Limited is primarily engaged in marketing and distribution of Networking products and TeamF1 Networks Private Limited is in the business of providing services in relation to security features in Networking Products and test new applications / enhancements and provide maintenance support for existing applications. The equity shares of the Parent Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

The consolidated financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on April 26, 2022.

2 Basis of preparation and Significant accounting policies

2.1 Basis of preparation

a Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.

b Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees ('INR'), which is also the Group's functional currency and all values are rounded to the nearest lakhs, except where otherwise indicated.

c Basis of consolidation

The consolidated financial statements have been prepared on the following basis:

The financial statements of the Subsidiary used in consolidation is drawn upto the same reporting date as that of the Parent Company i.e. year ended March 31, 2022 and are audited.

The financial statements of the Parent Company and its Subsidiary Company are consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of Subsidiary Company is attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The excess of cost to the Group of its investments in the Subsidiary Company over its share of equity of the Subsidiary Company at the date on which the investments was made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment annually. Any impairment loss for goodwill is recognised directly in consolidated statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Non controlling interest in the net assets of the Subsidiary consists of the amount of equity attributable to the minority shareholders at the date on which Investments in the Subsidiary Company was made and further movements in their share in the equity, subsequent to the date of Investment. Net profit for the year of the Subsidiary attributable to Non controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Parent Company.

The following Subsidiary Company (incorporated in India) has been considered in the preparation of consolidated financial statements:

Name	% holding as at March 31	
	2022	2021
TeamF1 Networks Private Limited	99.99%	99.99%

d Basis of measurement

The financial statements have been prepared on the accrual basis and under historical cost convention, except for certain financial instruments that are measured at fair values at the reporting date:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value (refer accounting policy regarding financial instruments), and
- Net defined benefit liability / asset

e Significant accounting estimates, assumptions and judgments

In application of the Group's accounting policies, which are described in note 2.2, the management are required to make judgements, estimates and assumptions about the carrying amounts of revenues, expenses, assets, liabilities, the accompanying disclosures, and the disclosure of contingent liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised prospectively.

2 Basis of preparation and Significant accounting policies (contd.)

2.1 Basis of preparation (contd.)

Estimates and assumptions

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2022 is included in the following notes :

- recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- measurement of defined benefit obligations: key actuarial assumptions;
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Provision for inventory obsolescence
- Impairment of financial assets (i.e. expected credit loss on trade receivables)
- Impairment of non-financial assets

g Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the reporting date during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Investments (Current)
- Fair value measurements

2.2 Significant accounting policies

a Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided on straight-line method. The estimated useful life which is in line with Schedule II to the Companies Act, 2013 ("the Act") is set out herein below.

Plant and machinery	- 15 years
Office premises	- 60 years
Office equipments	- 3 to 6 years
Furniture and fixtures	- 10 years
Electrical installations	- 10 years
Vehicles	- 8 years

Assets costing less than Rs. 5,000 are fully depreciated in the year of acquisition.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit and loss when the asset is derecognised.

Depreciation method, useful lives and residual values are reviewed at each reporting dates and adjusted if appropriate. The management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciations on additions / disposals is provided on a pro-rata basis i.e. from / upto the date on which asset is ready for use / disposed of.

Notes forming part of the Consolidated Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

b Intangible assets

Intangible assets are stated at their cost of acquisition, less accumulated amortisation and impairment losses. An intangible asset is recognised, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The amortisable amount of intangible assets is allocated over the best estimate of its useful life on a straight-line basis. The estimated useful life and amortisation method are reviewed at the end of each reporting date.

The Group capitalises software costs where it is reasonably estimated that the software has an enduring useful life. Software is amortised over the management's estimate of its useful life of five years and it is included in depreciation and amortisation expense in consolidated statement of profit and loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the consolidated statement of profit and loss when the asset is derecognised.

c Impairment of non-financial assets

Non-financial assets are reviewed at each reporting date to determine whether there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the consolidated statement of profit and loss.

The Group's corporate assets (e.g. central office building for providing support to various cash-generating units) do not generate independent cash inflows. To determine impairment of corporate asset, recoverable amount is determined for the cash-generating units to which the corporate asset belongs.

The recoverable amount of a cash generating unit (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the cash generating unit (or the asset).

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

d Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue from Software development and services is recognized on the basis of the terms of Contract and Project Work Orders, as and when the services are rendered and there are no unfulfilled obligations. The Company measures revenue, for the consideration to which the Company is expected to be entitled in exchange for transferring promised services. Revenue is measured at fair value of the consideration received or receivable.

Revenue is measured based on the transaction price as specified in the contract with the customer. It excludes taxes or other amounts collected from customers in its capacity as an agent. In determining the transaction price, the Company considers below, if any:

- **Variable consideration** - This includes bonus, incentives, discounts etc. It is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at the end of reporting date.
- **Significant financing component** - The Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.
- **Consideration payable to a customer** - Such amounts are accounted as reduction of transaction price and therefore, of revenue unless the payment to the customer is in exchange for a distinct good or service that the customer transfers to the Group.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to the existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if additional services are priced at the standalone selling price, or as a termination of existing contract and creation of a new contract if not priced at the standalone selling price.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

e Inventories

Stock-in-trade are valued at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Cost of Stock-in-trade is determined by the weighted average cost method. Cost of Stock-in-trade comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each reporting date and makes provision against obsolete and slow-moving items. The Group reassesses the estimation on each reporting date.

f Employee benefits

i. Short-term employee benefits

Employee benefits such as salaries, allowances, bonus and ex-gratia, which fall due for payment within a period of twelve months after rendering service, are measured on an undiscounted basis. It is charged as expense to consolidated statement of profit and loss in the period in which the service is rendered.

ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contribution to a Government administered scheme and has no obligation to pay any further amounts. The Group's monthly contribution to Provident Fund and Employee's State Insurance Scheme are considered as defined contribution plans and are charged as an expense in the consolidated statement of profit and loss, based on the amount of contribution required to be made and when services are rendered by the employees.

iii. Defined benefit plans

Employee Benefits under defined benefit plans such as gratuity which fall due for payment after completion of employment are measured by the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each reporting date. The Group's obligation recognised in the consolidated balance sheet represents the present value of obligations as reduced by the fair value of plan assets.

Actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest) are recognised immediately in other comprehensive income. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to consolidated statement of profit and loss. Past service cost is recognised in consolidated statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The defined benefit obligation recognised in the consolidated balance sheet represents the actual deficit or surplus on the Group's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

iv. Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability on the basis of an independent actuarial valuation carried out at the reporting date, using the projected unit credit method. Actuarial gains or losses are recognised in the consolidated statement of profit and loss in the year in which they occur.

g Foreign currency transactions

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are restated at the rates prevailing at that date.

Exchange differences on monetary items are recognised in the consolidated statement of profit and loss in the year in which they arise.

h Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the consolidated statement of profit and loss in the period in which they are incurred.

i Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current and deferred tax are recognised in the consolidated statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amount, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Notes forming part of the Consolidated Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax is not recognised for :

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j Cash dividends

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. An interim dividend is recorded as a liability on the date of declaration by the Board of Directors.

Tax on distributed profits payable in accordance with the provisions of Section 115-O of the Income-Tax Act, 1961, is in accordance with the Guidance Note on Accounting for Corporate Dividend Tax, regarded as a tax on Distribution on profits and is not considered in determination of the profits of the Group.

k Earnings per share (EPS)

Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

l Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assesses whether: (i) the contact involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

As a lessee, the Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including insubstance fixed payments;

The lease liability is measured at amortised cost using the effective interest method.

The Group applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Group's leases comprise buildings for warehouse facilities and office premises.

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

m Provisions and contingent liability

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent liabilities are reviewed at each reporting date.

n Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss 'FVTPL') are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the consolidated statement of profit and loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in the consolidated statement of profit and loss and is included in the "Other income" line item.

Financial assets at FVTPL

Debt instruments that do not meet the amortised cost criteria or Fair value through other comprehensive income (FVTOCI) criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting date, with any gains or losses arising on remeasurement recognised in the consolidated statement of profit and loss. The net gain or loss recognised in the consolidated statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables and any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IND AS 115 Revenue from operations, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under IND AS 109 Financial instruments.

Notes forming part of the Consolidated Financial Statements

2 Basis of preparation and Significant accounting policies (contd.)

2.2 Significant accounting policies (Continued)

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting date.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in consolidated statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting years. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting date, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the consolidated statement of profit and loss.

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109 Financial instruments. A financial liability (or a part of a financial liability) is derecognized from the Group's consolidated balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Derivative financial instruments

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

These contracts are initially recognised at fair value at the date the same are entered into and are subsequently remeasured to their fair value at the end of each reporting date. The resulting gain or loss is recognised in the consolidated statement of profit and loss immediately, unless the contract is designated and effective as a hedging instrument, in which event the timing of the recognition in the consolidated statement of profit and loss depends on the nature of hedging relationship and the nature of the hedged item.

o Standards issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below

- a) Ind AS 16 Property, Plant and Equipment – For items produced during testing/trial phase, clarification added that revenue generated out of the same shall not be recognised in SOPL and considered as part of cost of PPE.
- b) Ind AS 37 Provisions, Contingent Liabilities & Contingent Assets – Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.
- c) Ind AS 41 Agriculture– This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.
- d) Ind AS 101 – First time Adoption of Ind AS – Measurement of Foreign Currency Translation Difference in case of subsidiary/associate/ JV's date of transition to Ind AS is subsequent to that of Parent.
- e) FCTR in the books of subsidiary/associate/JV can be measured based Consolidated Financial Statements.
- f) Ind AS 103 – Business Combination – Reference to revised Conceptual Framework. For contingent liabilities / levies, clarification is added on how to apply the principles for recognition of contingent liabilities from Ind AS 37. Recognition of contingent assets is not allowed.
- g) Ind AS 109 Financial Instruments – The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in assessing whether to derecognise a financial liability.

The amendments are extensive and the Group will evaluate the same to give effect to them as required by law. The Group does not expect these amendments to have any significant impact on its financial statements.

(Currency: ₹ in Lakhs)

3 Property, Plant and Equipments (PPE)

Description of Assets	Plant and Machinery	Owned office premises	Office equipments	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost							
Balance as at April 01, 2021	37.57	1,537.84	352.32	146.85	16.79	69.59	2,160.96
Additions	0.73	-	56.08	0.85	-	56.68	114.34
Disposals	(1.00)	-	(82.41)	(3.16)	-	(28.50)	(115.07)
Balance as at March 31, 2022	37.30	1,537.84	325.99	144.54	16.79	97.77	2,160.23
II. Accumulated depreciation for the year ended March 31, 2022							
Balance as at April 01, 2021	(16.14)	(141.45)	(266.21)	(117.22)	(14.45)	(33.52)	(588.99)
Depreciation for the year	(3.23)	(28.27)	(55.40)	(8.74)	(0.31)	(10.74)	(106.69)
Disposals	0.64	-	82.10	2.48	-	13.37	98.59
Balance as at March 31, 2022	(18.73)	(169.72)	(239.51)	(123.48)	(14.76)	(30.89)	(597.09)
Net block (I+II)	18.57	1,368.12	86.48	21.06	2.03	66.88	1,563.14

Description of Assets	Plant and Machinery	Office premises	Office equipments	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost							
Balance as at April 01, 2020	37.42	1,537.84	335.51	143.42	15.83	69.59	2,139.61
Additions	0.15	-	28.21	3.43	0.96	-	32.75
Disposals	-	-	(1.40)	-	-	-	(11.40)
Balance as at March 31, 2021	37.57	1,537.84	352.32	146.85	16.79	69.59	2,160.96
II. Accumulated depreciation for the year ended March 31, 2021							
Balance as at April 01, 2020	(13.10)	(113.18)	(225.15)	(96.73)	(11.97)	(25.16)	(485.29)
Depreciation for the year	(3.04)	(28.27)	(52.46)	(20.49)	(2.48)	(8.36)	(115.10)
Disposals	-	-	11.40	-	-	-	11.40
Balance as at March 31, 2021	(16.14)	(141.45)	(266.21)	(117.22)	(14.45)	(33.52)	(588.99)
Net block (I+II)	21.43	1,396.39	86.11	29.63	2.34	36.07	1,571.97

Notes forming part of the Consolidated Financial Statements

3A Right-of-use asset (ROU assets)

(Currency: ₹ in Lakhs)

Description of assets	Leased warehouse and office premises	Total
I. Cost		
Balance as at April 1, 2021	1,544.18	1,544.18
Additions	131.55	131.55
Additions - Security Deposit	4.26	4.26
Deletion	-	-
Surrender / termination of lease	(436.93)	(436.93)
Balance as at March 31, 2022	1,243.06	1,243.06
II. Accumulated depreciation for the year ended March 31, 2022		
Balance as at April 1, 2021	(890.09)	(890.09)
Depreciation for the year	(415.32)	(415.32)
Amortisation of ROU Security Deposit	(4.12)	(4.12)
Additions / Deletions	390.97	390.97
Balance as at March 31, 2022	(918.56)	(918.56)
Net block (I+II)	324.50	324.50

Description of assets	Leased warehouse and office premises	Total
I. Cost		
Balance as at April 1, 2020	1,423.97	1,423.97
Additions	120.21	120.21
ROU Security Deposit	-	-
Balance as at March 31, 2021	1,544.18	1,544.18
II. Accumulated depreciation for the year ended March 31, 2021		
Balance as at April 1, 2020	(457.21)	(457.21)
Depreciation for the year	(428.60)	(428.60)
Amortisation of ROU Security Deposit	(4.28)	(4.28)
Balance as at March 31, 2021	(890.09)	(890.09)
Net block (I+II)	654.09	654.09

Notes:

- The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Consolidated statement of profit and loss.
- Refer note no. 36 "Leases" for ROU assets movement

3B Intangible assets

Particulars	Total
Computer softwares	
Balance as at April 1, 2021	14.23
Additions during the year	-
Balance as at March 31, 2022	14.23
Accumulated amortisation for the year ended March 31, 2022	
Balance as at April 1, 2021	(13.73)
Amortisation expense for the year	(0.47)
Balance as at March 31, 2022	(14.20)
Net block	0.03

Particulars	Total
Computer softwares	
Balance as at April 1, 2020	14.23
Additions during the year	-
Balance as at March 31, 2021	14.23
Accumulated amortisation for the year ended March 31, 2021	
Balance as at April 1, 2020	(13.03)
Amortisation expense for the year	(0.70)
Balance as at March 31, 2021	(13.73)
Net block	0.50

Notes forming part of the Consolidated Financial Statements

4 Goodwill

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Cost or deemed cost	1,534.96	1,534.96
Total	1,534.96	1,534.96

5 Other financial assets (unsecured, considered good)

Non current

Particulars	As at March 31	
	2022	2021
Security deposits	53.01	153.96
Total	53.01	153.96

Current

Particulars	As at March 31	
	2022	2021
Security deposits	84.55	10.25
Forward contract asset	-	2.11
Unbilled revenue	72.68	29.74
Interest accrued on deposits	28.04	23.63
Total	185.27	65.73

There are no other financial assets which have a significant increase in credit risk or are credit impaired.

6 Deferred tax assets (net)

The following is the analysis of deferred tax assets/(liabilities) presented in the consolidated balance sheet:

Particulars	As at March 31	
	2022	2021
Deferred tax assets	487.72	437.13
Deferred tax liabilities	(181.84)	(180.17)
Net	305.88	256.96

For the year ended March 31, 2022

Particulars	Opening balance	Recognised in the consolidated statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Provision for inventory obsolescence	115.72	24.37	-	140.09
Provision for doubtful advances	64.81	(0.01)	-	64.80
Allowance for expected credit loss and credit impaired on trade receivables	65.21	(5.79)	-	59.42
Disallowance under section 43B of Income Tax Act, 1961	15.01	(2.31)	-	12.70
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	157.18	52.67	-	209.85
Intangible assets	0.03	0.05	-	0.08
Others	5.21	(4.43)	-	0.78
Deferred tax assets	423.17	64.55	-	487.72
Property, plant and equipment	(164.75)	(7.96)	-	(172.71)
Defined benefit obligation	13.96	(2.66)	(14.25)	(2.95)
Others (includes fair value of investments and allowance under chapter VIA etc.)	(15.42)	9.24		(6.18)
Deferred tax liabilities	(166.21)	(1.38)	(14.25)	(181.84)
Total	256.96	63.17	(14.25)	305.88

Notes forming part of the Consolidated Financial Statements

For the year ended March 31, 2021

(Currency: ₹ in Lakhs)

Particulars	Opening balance	Recognised in the consolidated statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Provision for inventory obsolescence	142.18	(26.46)	-	115.72
Provision for doubtful advances	73.09	(8.28)	-	64.81
Allowance for expected credit loss and credit impaired on trade receivables	49.38	15.83	-	65.21
Defined benefit obligation	11.41	1.91	0.64	13.96
Disallowance under section 43B of Income Tax Act, 1961	25.13	(10.12)	-	15.01
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	157.18	-	-	157.18
Intangible assets	(0.05)	0.08	-	0.03
Others	5.21	-	-	5.21
Deferred tax assets	463.53	(27.04)	0.64	437.13
Property, plant and equipment	(157.08)	(7.67)	-	(164.75)
Others (includes fair value of investments and allowance under chapter VIA etc.)	(13.99)	(1.43)	-	(15.42)
Deferred tax liabilities	(171.07)	(9.10)	-	(180.17)
Total	292.46	(36.14)	0.64	256.96

7 Current tax assets (net)

Particulars	As at March 31	
	2022	2021
Advance Income tax assets (net)		
Advance payment of taxes	2,513.89	2,311.89
Less : Provision for Income Tax	(2,491.81)	(2,285.85)
Total	22.08	26.04

8 Other assets**Non current**

Particulars	As at March 31	
	2022	2021
<u>Recoverable from government authorities</u>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	56.96	56.96
Less : Provisions	(56.96)	(56.96)
Total	-	-

Current

Particulars	As at March 31	
	2022	2021
<u>Unsecured, Considered good</u>		
Customs and other duties recoverable	302.71	736.74
Advances to suppliers	390.15	70.19
Advance to employees	3.43	5.43
Prepaid expenses	180.70	138.02
Other receivables	3.37	-
Provision for gratuity (ref note no. 32)	5.23	-
Total	885.59	950.38

Notes forming part of the Consolidated Financial Statements

9 Inventories

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Inventories (lower of cost and net realisable value)		
Stock-in-trade - networking products	6,415.85	6,120.32
Stock-in-trade - networking products - Goods-in-transit	3,366.41	2,974.27
Total	9,782.26	9,094.59

The cost of stock-in-trade is net of provision in respect write-down of inventories to net realisable value amounting to ₹ 556.62 Lakhs (as at March 31, 2021 : ₹ 459.75 Lakhs).

10 Other investments

Current investments

Particulars	As at March 31, 2022		As at March 31, 2021	
	Qty	Amount	Qty	Amount
Unquoted investments				
Investment in mutual funds (at fair value through profit and loss)				
ICICI Prudential Liquid Fund - Direct Plan Growth	286,649.64	903.68	201,325.10	613.51
HDFC Liquid Fund -Direct Plan - Growth Option	21,520.41	900.57	12,523.80	506.65
Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	321,180.85	1,102.05	215,591.59	714.76
Nippon India Liquid Fund - Direct Plan -Growth Plan	-	-	13,181.65	663.38
Axis Liquid Fund - Growth - Regular	46,893.75	1,101.97	31,229.10	709.75
Kotak Liquid Fund - Direct Plan Growth	21,187.17	911.70	-	-
UTI Liquid Cash Plan - Direct Growth Plan	26,188.66	913.47	16,621.27	560.22
LIC MF Liquid Fund - Direct Plan - Growth	-	-	12,397.64	463.28
SBI Liquid Fund Direct Growth	27,015.42	900.45	12,734.97	410.27
L&T Liquid Fund - Regular Growth	20,807.46	603.45		
Tata Liquid Fund Regular Plan Growth	27,582.28	919.33	6,551.86	211.28
Total		8,256.67		4,853.10

Aggregate amount of unquoted investments at cost

8,200.00

4,749.99

Aggregate amount of impairment in the value of investments

-

-

11 Trade receivables

Particulars	As at March 31	
	2022	2021
(a) Unsecured, considered good		
- from related parties *	34.10	178.89
- from others	23,031.01	17,582.61
(b) Trade receivable which have significant increase in credit risk	15.26	39.94
Less : Allowance for expected credit loss	(15.26)	(39.94)
(c) Credit impaired	220.82	219.13
Provision for Credit impaired	(220.82)	(219.13)
Total	23,065.11	17,761.50

* Refer Note 41 for related party transactions

The average credit period on sales is 30 to 60 days. No interest is charged on overdue trade receivables.

A formal credit policy has been framed and credit facilities are given to customers within the framework of credit policy. As credit risk management mechanism, a policy for doubtful debts has been formulated and the risk exposure related to receivables is identified based on criteria's mentioned in policy and provided in credit loss allowance.

There are no trade receivables which have a significant increase in credit risk.

At March 31, 2022, the carrying amount of the Company's most significant customers is ₹ 7,809.81 Lakhs (March 31, 2021 : ₹ 4,805.15 Lakhs)

Notes forming part of the Consolidated Financial Statements

11 Trade receivables (contd.)

(Currency: ₹ in Lakhs)

Ageing for trade receivables as at March 31, 2022 is as follows:

Particulars	As at March 31, 2022						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	19,719.75	3,345.31	-	0.05	-	-	23,065.11
(ii) Undisputed Trade Receivables - considered doubtful	-	5.18	-	-	6.66	3.42	15.26
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	54.34	166.48	220.82
TOTAL	19,719.75	3,350.49	-	0.05	61.00	169.90	23,301.19

Ageing for trade receivables as at March 31, 2021 is as follows:

Particulars	As at March 31, 2021						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	14,845.42	2,842.97	-	-	-	-	17,688.39
(ii) Undisputed Trade Receivables - considered doubtful	-	27.16	-	9.36	-	3.42	39.94
(iii) Disputed Trade Receivables - considered good	-	-	-	73.11	-	-	73.11
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	52.65	166.48	-	219.13
TOTAL	14,845.42	2,870.13	-	135.12	166.48	3.42	18,020.57

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2022

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	19,719.75	0.00%	-
1 to 90 days past due	3,347.19	0.00%	-
91 to 180 days past due	3.30	0.00%	-
181 to 270 days past due	-	0.00%	-
271 to 360 days past due	-	0.00%	-
More than 360 days past due	230.95	100.00%	230.95
Total	23,301.19		230.95

Note: Additional provision of ₹ 5.13 Lakhs created based on management estimate towards certain debtors over and above the provision as per expected credit loss model.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2021

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	15,071.67	0.00%	-
1 to 90 days past due	2,554.35	0.00%	-
91 to 180 days past due	89.53	4.20%	3.76
181 to 270 days past due	-	0.00%	-
271 to 360 days past due	-	0.00%	-
More than 360 days past due	305.02	76.53%	233.42
Total	18,020.57		237.18

Note: Additional provision of ₹ 21.89 Lakhs created based on management estimate towards certain debtors over and above the provision as per expected credit loss model.

Notes forming part of the Consolidated Financial Statements

12 Cash and cash equivalents

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Cash on hand	0.20	0.30
Balances with banks in current accounts	1,037.23	1,669.41
Fixed deposits with Bank with original maturity for less than 3 months	1,004.47	-
Total	2,041.90	1,669.71

13 Bank balances other than above

Particulars	As at March 31	
	2022	2021
Earmarked balances		
- Unpaid dividend accounts	11.93	12.13
Fixed deposits with Bank with original maturity for more than 3 months and maturing within 12 months	3,223.79	4,514.81
- Given as security against Bank Guarantees - ₹ 26.93 Lakhs (as at March 31, 2021 : ₹ 18.29 Lakhs)		
Total	3,235.72	4,526.94

14 Equity share capital

Particulars	As at March 31	
	2022	2021
Authorised Share capital :		
70,000,000 (March 31, 2021 : 70,000,000) equity shares of ₹ 2 each	1,400.00	1,400.00
Issued, subscribed and fully paid up:		
35,504,850 (March 31, 2021 : 35,504,850) fully paid equity shares of ₹ 2 each	710.10	710.10
Total	710.10	710.10

i. Reconciliation of number of shares outstanding

Particulars	As at March 31	
	2022	2021
	Number of shares	Number of shares
At the beginning of the year	35,504,850	35,504,850
At the end of the year	35,504,850	35,504,850

ii. Terms and Rights attached

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

iii. Details of equity shares held by the Holding Company

Particulars	As at March 31	
	2022	2021
	Number of shares	Number of shares
D-Link Holding Mauritius Inc.	18,114,663	18,114,663

Notes forming part of the Consolidated Financial Statements

14 Equity share capital (contd.)

(Currency: ₹ in Lakhs)

iv. Details of equity shares held by each shareholder holding more than 5% shares

As at March 31, 2022

Name of Shareholders	As at March 31, 2022	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,634,356	7.42%

As at March 31, 2021

Name of Shareholders	As at March 31, 2021	
	Number of shares held	% holding in the class of shares
Fully paid equity shares		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,755,000	7.76%

v. No shares have been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

15 Other Equity

Particulars	As at March 31	
	2022	2021
General reserve -Refer note (i) below	1,022.81	1,022.81
Securities premium reserve - Refer note (ii) below	3,591.34	3,591.34
<u>Retained earnings - Refer note (iii) below</u>		
Balance at the beginning of the year	21,305.63	18,527.73
Add : Transferred from statement of profit and loss	4,228.75	3,134.86
Add : Other comprehensive income - Refer note (iv) below	42.36	(1.92)
Less : Dividend paid	639.09	355.04
Balance at the end of the year	24,937.65	21,305.63
Total	29,551.79	25,919.78

- (i) The general reserve is credited from time to time to transfer profits from retained earnings for appropriation purposes.
- (ii) Security premium account is created when shares are issued at premium. The Group can use it only in accordance with the provisions of the Companies Act, 2013.
- (iii) Retained earnings comprise of the Group's undistributed profits after taxes.
- (iv) Other comprehensive income consist of re-measurement of defined benefit plan comprises actuarial gains and losses and return on plan assets (excluding interest income).

16 Other financial liabilities

Non current

Particulars	As at March 31	
	2022	2021
Security deposits	26.19	30.47
Total	26.19	30.47

Current

Particulars	As at March 31	
	2022	2021
(a) Unclaimed dividends	11.93	12.13
(b) Others :-		
- Forward contract liability	2.66	-
- Security deposits	-	-
- Other liabilities - Employees benefits payable	202.32	236.97
- Payable to D-Link International Pte Ltd.	16.74	-
Total	233.65	249.10

Notes forming part of the Consolidated Financial Statements

17 Trade payables

(Currency: ₹ in Lakhs)

Particulars	As at March 31	
	2022	2021
Total outstanding dues of micro and small enterprises (Refer note below)	134.05	188.44
Total outstanding dues of creditors other than micro and small enterprises	19,753.06	14,855.59
Total	19,887.11	15,044.03

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 34(ii).

Disclosures relating to amounts payable as at the year end together with interest paid / payable to Micro, Small and Medium Enterprises have been made in the accounts, as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Group determined on the basis of intimations received from suppliers regarding their status and required disclosures are given below :

Particulars	As at March 31	
	2022	2021
(i) the principal amount remaining unpaid as on year end.	134.05	188.44
(ii) the amount of interest due thereon remaining unpaid as on year end.	-	-
(iii) the amount of interest paid by the Group in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during the year.	-	-
(iv) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(v) the amount of interest accrued and remaining unpaid as on year end and	-	-
(vi) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Ageing for trade payables as at March 31, 2022 is as follows:

Particulars	As at March 31, 2022						Total
	Not due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	134.05	-	-	-	-	-	134.05
(ii) Others	10,434.88	3,000.31	6,317.87	-	-	-	19,753.06
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	10,568.93	3,000.31	6,317.87	-	-	-	19,887.11

Ageing for trade payables as at March 31, 2021 is as follows:

Particulars	As at March 31, 2021						Total
	Not due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	188.44	-	-	-	-	-	188.44
(ii) Others	6,598.88	2,324.62	5,932.12	-	-	-	14,855.62
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	6,787.32	2,324.62	5,932.12	-	-	-	15,044.06

Notes forming part of the Consolidated Financial Statements

18 Other current liabilities

(Currency: ₹ in Lakhs)

Current

Particulars	As at March 31	
	2022	2021
(a) Advances from customers	50.65	1.77
(b) Others		
- Statutory dues*	114.95	101.63
- Disputed demand of Value Added Tax / Central Sales Tax	21.40	21.40
- Payable on behalf of Principal (net)	99.94	105.23
Total	286.94	230.03

* Includes provident fund and tax deducted at source etc

19 Provisions

Current

Particulars	As at March 31	
	2022	2021
Employee benefits		
- Gratuity-Defined benefit liabilities (refer note 32)	20.36	54.56
- Provision for compensated absences	76.04	83.84
Total	96.40	138.40

20 Current tax liabilities (net)

Particulars	As at March 31	
	2022	2021
Current tax liabilities		
Provision for Income tax	4,310.02	2,848.27
Less : Advance payment of taxes	(4,203.49)	(2,764.06)
Total	106.53	84.21

21 Revenue from operations

Particulars	For the year ended March 31	
	2022	2021
(a) Sales of networking products	90,297.30	70,979.76
(b) Sales of services relating to network security software	1505.32	1637.50
(c) Other operating revenues		
- Export benefits	29.81	37.43
Total	91,832.43	72,654.69

For the year ended March 31, 2021, revenues from sales of Networking products to two significant customer is ₹ 24,237.20 Lakhs (year ended March 31, 2021 : ₹ 29,308.32 Lakhs).

Refer Note 38 for disaggregation of revenue.

Reconciliation of revenue recognized with the contracted price is as follows:

Particulars	For the year ended March 31	
	2022	2021
Contracted Price	97,140.80	74,889.39
Reductions towards variable consideration components	(5,308.37)	(2,234.70)
Revenue recognised	91,832.43	72,654.69

The reduction towards variable consideration comprises of volumn discounts, rebates etc.

Notes forming part of the Consolidated Financial Statements

22 Other income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
a) Interest income		
- On fixed deposits with banks	176.06	149.01
b) Others		
- Operating sub-lease rental income	-	12.84
- Sundry balances written back (net)	9.19	29.99
- Net gain on disposal of property, plant and equipment	0.72	0.41
- Net gain on foreign currency transactions and translations	210.23	350.79
- Mark to Market - forward contracts measured at FVTPL	-	-
- Mark to Market - current investments measured at FVTPL	56.69	103.11
- Net Gain on sale of current investments	128.27	31.05
- Allowance for expected credit loss written back	22.99	-
- Finance Income on security deposit	4.25	2.96
- Miscellaneous income	49.79	4.61
Total	658.19	684.77

23 Purchase of stock-in-trade

Particulars	For the year ended March 31	
	2022	2021
Purchase of Stock-in-Trade - networking products	79,614.32	58,815.38
Total	79,614.32	58,815.38

24 Changes in inventories of stock-in-trade

Particulars	For the year ended March 31	
	2022	2021
Closing stock - networking products	9,782.26	9,094.59
Less : Opening stock - networking products	9,094.59	9,946.69
Total	(687.67)	852.10

25 Employee benefits expense

Particulars	For the year ended March 31	
	2022	2021
Salaries, wages and bonus	3,657.66	3,552.37
Contribution to provident and other funds (refer note 32)	145.63	135.48
Staff welfare expenses	101.04	84.14
Total	3,904.33	3,771.99

26 Finance costs

Particulars	For the year ended March 31	
	2022	2021
Interest		
- On delayed payments of Income-tax / GST	2.04	7.35
- On lease liabilities (refer note 36)	47.05	79.05
Total	49.09	86.40

Notes forming part of the Consolidated Financial Statements

27 Depreciation and amortisation expense

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Depreciation of property, plant and equipment (refer note 3)	106.69	115.10
Depreciation of right-of-use asset (refer note 3A)	415.32	428.60
Amortisation of intangible assets (refer note 3B)	0.47	0.70
Total	522.48	544.40

28 Other expenses

Particulars	For the year ended March 31	
	2022	2021
Power and fuel	69.01	75.13
Travelling and conveyance	138.97	82.27
Legal and consultation fees	315.18	234.13
Royalty fees	1,061.95	706.28
Audit Fees (refer note below)	75.90	55.61
Rates and taxes	2.32	17.19
Repairs and Maintenance - others	285.59	269.51
Communication expenses	77.57	89.48
Insurance expenses	146.42	163.69
Advertisement and sales development expenses	376.85	2,346.66
Freight outward expenses	-	86.96
Servicing expenses	445.32	462.75
Packing material consumed	53.12	56.05
Directors sitting fees	32.25	25.75
Corporate Social Responsibility expenses (refer note 39)	136.60	98.20
Allowance for expected credit loss and credit impaired on trade receivables and advances	-	62.89
Loss on disposal of property, plant and equipment	0.31	-
Net loss on foreign currency transactions and translations	-	11.30
Mark to Market - forward contracts measured at FVTPL	4.77	10.35
Bad debts written off	-	18.35
Net loss on agency business	32.49	18.18
Miscellaneous expenses	143.53	138.83
Total	3,398.16	5,029.56

Note :

Payments to auditors	For the year ended March 31	
	2022	2021
a) For audit		
- For statutory audit	26.00	23.50
- For limited review	15.00	13.50
b) For other services	32.50	17.50
c) For reimbursement of expenses	2.40	1.16
Total	75.90	55.66

Notes forming part of the Consolidated Financial Statements

(Currency: ₹ in Lakhs)

29 Income taxes

i. Income tax recognised in consolidated statement profit or loss

Particulars	For the year ended March 31	
	2022	2021
Current tax		
In respect of the current year	1,533.81	1,084.60
Short / (Excess) provision for tax in respect of earlier years charged / (written back)	(9.50)	(16.00)
	1,524.31	1,068.60
Deferred tax		
	(63.17)	36.14
	(63.17)	36.14
Total income tax expense recognised in the current year	1,461.14	1,104.74

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended March 31	
	2022	2021
Profit before tax	5,689.91	4,239.63
Income tax expense calculated at 25.17% (March 31, 2021 : 25.17%)	1,432.15	1,067.11
Effect of expenses that are not deductible in determining taxable profit		
Corporate Social Responsibility expenses	34.38	29.75
Disallowance u/s 14A of Income Tax Act, 1961	-	-
Others*	4.11	23.88
	1,470.64	1,120.74
Adjustments recognised in the current year in relation to the current tax of prior years	(9.50)	(16.00)
Income tax expense recognised in consolidated statement of profit or loss	1,461.14	1,104.74

ii. Income tax recognised in other comprehensive income

Particulars	For the year ended March 31	
	2022	2021
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
On account of re-measurement of defined benefit obligation	14.25	(0.64)
Total income tax recognised in other comprehensive income	14.25	(0.64)
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to profit or loss	14.25	(0.64)
Items that may be reclassified to profit or loss	-	-

30 Earnings per share

Earnings per share is calculated by dividing the profit attributable to the Equity shareholders by the weighted average number of Equity shares outstanding during the year, as under:

Particulars	For the year ended March 31	
	2022	2021
Net Profit after tax (₹ in Lakhs)	4,228.77	3,134.86
Weighted average number of Equity Shares outstanding during the year	35,504,850	35,504,850
Basic and diluted earnings per share (Rupees)	11.91	8.83
Nominal value per share (Rupees)	2.00	2.00

Notes forming part of the Consolidated Financial Statements

31 Dividend on Equity shares

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Cash dividend on Equity shares declared and paid :		
Final dividend for the year March 31, 2021: ₹ 1.80 per share (March 31, 2020: ₹ 1 per share)	639.09	355.04
Proposed dividends on Equity shares:		
Proposed cash dividend for the year March 31, 2022: ₹ 3 per share (March 31, 2021: ₹ 1.80 per share)	1,065.15	639.09

Proposed dividend on equity shares is subject to approval at the annual general meeting and is not recognised as a liability as at the year end.

32 Employee benefit plans

i. Defined contribution plans

The Group makes Provident Fund and Employee's state insurance corporation (ESIC) contributions which are in the nature of defined contribution plans, for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised ₹ 79.04 Lakhs (Previous Year ended March 31, 2021: ₹ 75.55 Lakhs) towards Provident Fund contribution and ₹ 3.31 Lakhs (Previous Year ended March 31, 2021: ₹ 4.38 Lakhs) towards ESIC contribution included under employee benefits expense in the consolidated statement of profit and loss. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

ii. Defined benefit plan

The gratuity scheme is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

Under the plan, the employees are entitled to a sum amounting to 15 days final basic salary for each year of completed service payable subject to maximum of ₹ 20 Lakhs at the time of retirement / resignation provided the employee has completed 5 years of continuous services.

The Plan exposes the Group to the following risks:

Investment risk	The return on investments will impact the position of the defined benefit plan liability. If the return falls, net defined benefit obligation will increase the value of the liability.
Interest risk	The defined benefit obligation calculated uses a discount rate based on government bonds. All other aspects remaining same, if bond yields fall, the defined benefit obligation will increase the value of the liability.
Longevity risk	The Group has used certain mortality and attrition assumptions in the valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumptions considered.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The risk relating to benefits to be paid to the dependents of plan members (widow and orphan benefits) is insured by an external insurance company.

iii. The disclosure as required under Ind AS 19 Employee benefits as per actuarial valuation regarding Employee Retirement Benefits Plan for gratuity is as follows:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Valuation as at	
	As at March 31	
	2022	2021
Discount rate(s)	6.35% to 7.33%	6.31% to 6.74%
Expected rate(s) of salary increase	8% to 10%	8% to 10%
Mortality rates	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Rate of employee turnover	0 to 15 - 5% to 15%	0 to 15 - 5% to 15%
	15 to 42 - 0%	15 to 42 - 0%

Notes forming part of the Consolidated Financial Statements

32 Employee benefit plans (contd.)

(Currency: ₹ in Lakhs)

Discount Rate

The discount rate is based on the prevailing market yields of Indian government securities as at reporting date for the estimated term of the obligations.

Salary Escalation Rate

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Amounts recognised in the consolidated statement of profit and loss in respect of these defined benefit plans are as follows.

Particulars	For the year ended March 31	
	2022	2021
Current service cost	63.72	58.88
Past service cost	-	-
Net interest expense	1.51	1.03
Components of defined benefit costs recognised in statement of profit or loss	65.23	59.91

Particulars	For the year ended March 31	
	2022	2021
Other Comprehensive Income (OCI)		
Return on plan assets (excluding amounts included in net interest expense)	3.11	(0.16)
Actuarial (gains) / losses recognised for the period	(59.72)	2.72
Components of defined benefit costs recognised in other comprehensive income	(56.61)	2.56

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

Particulars	As at March 31	
	2022	2021
Present value of funded defined benefit obligation	433.97	445.23
Fair value of plan assets	(418.84)	(390.67)
Net liability arising from defined benefit obligation	15.13	54.56

Movements in the present value of the defined benefit obligation are as follows.

Particulars	As at and for the year ended March 31	
	2022	2021
Opening defined benefit obligation	445.23	379.21
Current service cost	63.72	58.88
Interest cost	28.66	24.67
Actuarial Gains on obligation	(59.72)	2.72
Benefits paid	(43.92)	(20.25)
Closing defined benefit obligation	433.97	445.23

Movements in the fair value of the plan assets are as follows.

Particulars	As at and for the year ended March 31	
	2022	2021
Opening fair value of plan assets	390.67	333.87
Interest income	26.68	23.64
Return on plan assets (excluding amounts included in net interest expense)	(3.11)	0.16
Contributions from the employer	48.52	53.25
Benefits paid	(43.92)	(20.25)
Closing fair value of plan assets	418.84	390.67

Notes forming part of the Consolidated Financial Statements

32 Employee benefit plans (contd.)

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31	
	2022	2021
Insurer Managed Funds	100%	100%

The weighted average remaining duration of the defined benefit obligation as at March 31, 2022 is 12.40 years (as at March 31, 2021 : 12.84 years) and for the Subsidiary Company is 5.24 years (as at March 31, 2021 : 8.48 years)

Sensitivity Analysis	2021-22	2020-21
Projected Benefit Obligation on Current Assumptions	433.97	445.23
Delta effect of +1% change in Rate of Discounting	(43.58)	(49.26)
Delta effect of -1% change in Rate of Discounting	51.62	59.62
Delta effect of +1% change in Rate of Salary increase	42.95	45.66
Delta effect of -1% change in Rate of Salary increase	(39.97)	(41.79)
Delta effect of +1% change in Rate of Employee Turnover	(2.28)	(7.09)
Delta effect of -1% change in Rate of Employee Turnover	2.37	4.53

The Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Expected contribution to defined benefit plan for the next year

Particulars	Gratuity	
	March 31, 2022	March 31, 2021
Expected contribution to defined benefit plan	20.36	54.56

33 Financial instruments

i. Capital management

The Group manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The group is not subject to any externally imposed capital requirements.

ii. Categories of financial instruments

Particulars	Notes	As at March 31	
		2022	2021
Financial assets			
Measured at fair value through profit or loss (FVTPL)			
(a) Investment in mutual fund (unquoted)	10	8,256.67	4,853.10
(b) Forward contracts	5	-	2.11
Measured at amortised cost			
(a) Cash and cash equivalents	12	2,041.90	1,669.71
(b) Bank balances other than (a) above	13	3,235.72	4,526.94
(c) Trade receivables	11	23,065.11	17,761.50
(d) Other financial assets	5	238.28	217.58
Financial liabilities			
Measured at fair value through profit or loss (FVTPL)			
Other financial liabilities		2.66	-
Measured at amortised cost			
(a) Trade payables	17	19,887.11	15,044.03
(b) Lease liabilities	36	357.24	714.16
(c) Other financial liabilities	16	259.84	279.57

Notes forming part of the Consolidated Financial Statements

34 Financial risk management objectives

(Currency: ₹ in Lakhs)

The Group's principal financial liabilities, comprise short term borrowings, trade and other payables. The main purpose of these financial liabilities is to support its operations. The group's principal financial assets include trade and other receivables, current investments and cash that are derived directly from its operations.

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk). The group's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the group's operational and financial performance.

i. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of dealing with only credit worthy counterparties and the credit risk exposure for them is managed by the Group by credit worthiness checks. The group also takes a credit risk insurance policy.

The carrying amount of financial assets represents the maximum credit risk exposure.

The credit risk on liquid funds and investments in Mutual funds is limited because the counterparties are banks / Mutual funds with high credit-ratings assigned by international credit-rating agencies.

ii. Liquidity risk management

The Group's principal sources of liquidity are cash and cash equivalents, cash flow generated from operations and by churning of current investments. The Group does not have any significant borrowing. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2022.

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	19,887.11	19,887.11	-
Lease liabilities	357.24	260.67	96.57
Other financial liabilities	259.84	233.65	26.19

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2021.

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	15,044.03	15,044.03	-
Lease liabilities	714.16	443.88	270.28
Other financial liabilities	279.57	249.10	30.47

The table below provides details regarding the Financing facilities (Refer note below)

Particulars	As at March 31	
	2022	2021
Secured cash credit and non funded facilities from bank:		
i) amount used	74.74	-
ii) amount unused	2,925.26	3,000.00
Total	3,000.00	3,000.00

Note:

Cash Credit accounts and non funded facilities with banks are secured by hypothecation of inventories, book debts and receivables, both present and future on pari passu basis.

Notes forming part of the Consolidated Financial Statements

34 Financial risk management objectives (contd.)

(Currency: ₹ in Lakhs)

iii. Market risk

The Group is exposed to market risks associated with foreign currency rates.

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Trade payables as at		Trade receivables as at	
	As at March 31		As at March 31	
	2022	2021	2022	2021
Currency USD	5,619,885	6,142,268	306,485	947,509
Currency INR in Lakhs	4,262.43	4,491.02	235.12	692.67

Foreign currency sensitivity analysis

The Group is mainly exposed to the US Dollar currency.

The Group's exchange risk arises from its foreign currency purchases and revenues, (primarily in U.S. Dollars).

As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the group's purchases measured in Indian Rupees will decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue from foreign currencies, the Group is not significantly exposed to foreign currency risk in receivables.

The following table details the Group's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Particulars	USD Impact	
	As at March 31	
	2022	2021
Impact on profit or loss for the year	201.38	189.92
Impact on total equity as at the end of the year	201.38	189.92

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Forward foreign exchange contracts

The Group enters into foreign exchange forward contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than the Indian rupee. The counter party to the group's foreign currency forward contracts is a bank. These contracts are entered into to hedge the foreign currency risks of firm commitments.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period:

Outstanding Contracts	Average exchange rate (₹)		Foreign currency (USD)		Notional value (₹ in Lakhs)		Fair value assets (liabilities) (₹ in Lakhs)	
	As at March 31		As at March 31		As at March 31		As at March 31	
	2022	2021	2022	2021	2022	2021	2022	2021
Buy Currency								
Less than 3 months	75.96	72.91	1,650,000	1,700,000	1,253.70	1,241.40	(2.66)	2.11

Notes forming part of the Consolidated Financial Statements

35 Fair value measurements

(Currency: ₹ in Lakhs)

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the reporting date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Fair value of the group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting date. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at March 31			
	2022	2021		
Investments in mutual funds	8,256.67	4,853.10	Level 1	The mutual fund investments are valued at closing NAV provided by the fund.
Forward Contract (Liability) / Asset	(2.66)	2.11	Level 2	The Forward foreign currency contracts are valued at Mark to market values provided by banks with whom the Company contracts.

36 Disclosure as per Ind AS 116 Leases

1. As a lessee

a. Right-of-use assets

The rights of use asset for lease assets is recognised under the following heads

Particulars	Leased warehouse and office premises	Total
Balance at April 1, 2021	654.09	654.09
Additions during the year	131.55	131.55
ROU Security Deposit	4.26	4.26
Deletions during the year	(436.93)	(436.93)
Accumulated depreciation reversal	390.97	390.97
Depreciation charge for the year	(415.32)	(415.32)
Amortisation of ROU Security Deposit	(4.12)	(4.12)
Balance at March 31, 2022	324.50	324.50

Particulars	Leased warehouse and office premises	Total
Balance at April 1, 2020	966.76	966.76
Additions during the year	120.21	120.21
Depreciation charge for the year	(428.60)	(428.60)
Amortisation of ROU Security Deposit	(4.28)	(4.28)
Balance at March 31, 2021	654.09	654.09

Notes forming part of the Consolidated Financial Statements

36 Disclosure as per Ind AS 116 Leases (contd.)

(Currency: ₹ in Lakhs)

b. Lease liabilities

Particulars	As at March 31	
	2022	2021
Maturity analysis - contractual undiscounted cash flows		
Less than one year	272.51	490.03
One to five years	103.20	280.98
More than five years	-	-
Total undiscounted lease liabilities at March 31, 2022	375.71	771.01

Lease liabilities included in the consolidated statement of financial position at March 31, 2022

Particulars	As at March 31	
	2022	2021
Current	260.67	443.88
Non-current	96.57	270.28

c. Amounts recognised in the consolidated statement of profit or loss

Particulars	For the year	
	2021-2022	2020-2021
Interest on lease liabilities	47.05	79.05

d. Amounts recognised in the consolidated statement of cash flows

Particulars	For the year	
	2021-2022	2020-2021
Total cash outflow for leases	436.57	394.86

37 Contingent liabilities

The Customs Department (Directorate of Revenue Intelligence) [DRI] had initiated enquiry of classification of certain products imported by the Parent Company during the previous years. As an outcome of this, the following Show Cause Notices from Customs Department (Directorate of Revenue Intelligence) were received by the Parent Company for misclassification of certain products imported pertain to earlier years;

- (i) show cause notice (SCN) dated 10th May 2019 demanding differential duty amount of ₹ 794 Lakhs (excluding interest and penalty)
- (ii) show cause notice (SCN) dated 13th June 2019 (i.e. patch panels) demanding differential duty amount of ₹ 940.25 Lakhs (excluding interest and penalty).

The Parent Company has received the adjudication orders from ADG, DRI dated 26th May 2021 in both the matters, partially setting aside the demand of duty pertaining to imports of goods and determining the duty liability to ₹ 54.54 Lakhs excluding the interest. In light of the order, the Parent Company reversed the excess provision of ₹ 460.31 Lakhs (including interest) during the year ended 31st March 2020.

On 11th December 2021, the customs department has filed an appeal in Customs, Excise & Service Tax Appellate Tribunal, contending such decision of ADG - DRI in respect of one of the orders involving a duty demand of ₹ 940.25 Lakhs. The Company awaits hearing date from Tribunal. Based on the management assessment and external legal opinion, management believes that the Company has strong case to defend its position in the above matters.

38 Segment information

The principal business of the Group is marketing and distribution of D-Link branded Networking products. All other activities of the Group revolve around its main business. The CEO & Managing Director of the Parent Company, has been identified as the chief operating decision maker (CODM). The CODM evaluates the Company's performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, directors have concluded that there is only one operating reportable segment as defined by Ind AS 108 - Operating Segments.

Notes forming part of the Consolidated Financial Statements

38 Segment information (contd.)

(Currency: ₹ in Lakhs)

Revenue as per geography segment is as follows :

Particulars	For the year ended March 31	
	2022	2021
India	89,858.52	69,672.66
Outside India	1,973.91	2,982.03
Total	91,832.43	72,654.69

39 Corporate Social Responsibility

Particulars	For the year ended March 31	
	2022	2021
1. Gross amount required to be spent by the Company during the year (as prescribed under Section 135 of the Companies Act, 2013)	84.07	69.28
2. Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) For the purpose other than (i) above	136.60	98.20
3. Shortfall at the end of the period/year	-	-
4. Total of previous years shortfall	-	82.68
5. Reason for shortfall	1.26*	53.76*
6. Nature of CSR activities	Other than construction/acquisition of asset	Other than construction/acquisition of asset
7. Details of Related party transactions	-	-
8. Liability incurred by entering into contractual obligations	-	-

* The unspent amount in respect of an ongoing project ₹ 53.76 lakhs is transferred to separate unspent CSR bank account in the month of April 2021. Out of which the Group has paid ₹ 52.50 lakhs in the Current year.

- 40** The Group has considered the possible impact of events arising from COVID-19 pandemic and the resultant lockdowns in the preparation of the consolidated financial statement including but not limited to assessment of Group's liquidity and going concern, receivables, inventory and supply chain etc. The impact of pandemic may be different from that estimated as at the date of approval of these consolidated financial statement. Considering the existing uncertainties, the Group will continue to closely monitor any material changes and consequential impact on its consolidated financial statement.

41 Related party disclosures

a) Name of related parties where control exists irrespective of whether transactions have occurred or not

D-Link Corporation, Taiwan - Ultimate Holding Company
D-Link Holding Mauritius Inc. - Holding Company

b) Other related parties (Subsidiaries of Ultimate Holding Company):

D-Link (Europe) Ltd
D-Link International (Singapore)
D-Link Canada Inc.
D-Link Middle East-FZCO
D-Link Japan K K (DJJP)
D-Link International Pte. Ltd
D-Link International Pte. Ltd. (DILA)
D-Link Latin America Company Ltd.
D-Link Brazil LTDA
D-Link Australia Pty Limited
D-Link (Shanghai) Limited Corp.
D-Link Systems Inc.
Perfect Choice Co. Ltd. (Mauritius)
TeamF1 Inc, USA

c) Key management personnel / Directors

Mr. Tushar Sighat Managing Director & CEO
Mr. Vinay Joshi Chief Financials Officer
Mr. Rajaram Ajgaonkar Independent Director
Mr. Satish Godbole Independent Director
Ms. Madhu Gadodia Independent Director
Mr. Mukesh Lulla Director
Mr. Hung Yi Kao Chairman
Mr. Rajaram Jadhav Director
Mr. Ming Lin Chien Director

Notes forming part of the Consolidated Financial Statements

41 Related party disclosures (contd.)

(Currency: ₹ in Lakhs)

d) Details of transactions with related parties during the year:

Nature of transactions	Ultimate Holding Company / Holding Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person / Directors	Total
Purchase of Stock-in-trade				
D-Link International (Singapore)	-	31.51	-	31.51
	(-)	(193.66)	(-)	(193.66)
D-Link International Pte. Ltd.	-	12,544.62	-	12,544.62
	(-)	(18,390.71)	(-)	(18,390.71)
D-Link Corporation	4,637.12	-	-	4,637.12
	(430.94)	(-)	(-)	(430.94)
Others	-	32.80	-	32.80
	(-)	(24.10)	(-)	(24.10)
Sale of Stock-in-trade				
D-Link International (Singapore)	-	4.34	-	4.34
	(-)	(0.22)	(-)	(0.22)
D-Link Middle East-FZCO	-	-	-	-
	(-)	(5.15)	(-)	(5.15)
Others	-	21.28	-	21.28
	(-)	(2.93)	(-)	(2.93)
Sale of Software Services				
D-Link International Pte Ltd (Singapore)	-	814.81	-	814.81
	(-)	(1,133.03)	(-)	(1,133.03)
Perfect Choice Co. Ltd. (Mauritius)	-	102.78	-	102.78
	(-)	(-)	(-)	(-)
Repairs & maintenance - IT Services				
D-Link Corporation	175.27	-	-	175.27
	(218.16)	(-)	(-)	(218.16)
Royalty paid				
D-Link Corporation	1,061.95	-	-	1,061.95
	(706.28)	(-)	(-)	(706.28)
Reimbursement of expenditure to				
D-Link International Pte. Ltd.	-	2.69	-	2.69
	(-)	(31.65)	(-)	(31.65)
D-Link International (Singapore)	-	-	-	-
	(-)	(0.01)	(-)	(0.01)
Reimbursement of expenditure from				
D-Link International Pte. Ltd	-	-	-	-
	(-)	(1.87)	(-)	(1.87)
Managerial Remuneration (refer note 1 below)				
Mr. Tushar Sighat	-	-	281.56	281.56
	(-)	(-)	(229.73)	(229.73)
Remuneration				
Mr Shrinivas Adkesar	-	-	25.83	25.83
	(-)	(-)	(-)	-
Mr Vinay Joshi	-	-	46.35	46.35
	(-)	(-)	(36.91)	(36.91)
Director's Sitting fees				
Mr. Rajaram Ajgaonkar	-	-	7.25	7.25
	(-)	(-)	(6.50)	(6.50)

Notes forming part of the Consolidated Financial Statements

41 Related party disclosures (contd.)

(Currency: ₹ in Lakhs)

Nature of transactions	Ultimate Holding Company / Holding Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person / Directors	Total
Mr. Satish Godbole	-	-	6.50	6.50
	(-)	(-)	(6.50)	(6.50)
Mr. Satish Godbole	-	-	6.50	6.50
	(-)	(-)	(6.50)	(6.50)
Mr. Mukesh Lulla	-	-	3.75	3.75
	(-)	(-)	(3.00)	(3.00)
Mr. Hung Yi Kao	-	-	8.25	8.25
	(-)	(-)	(3.25)	(3.25)
<u>Dividend paid</u>				
D-Link Holding Mauritius Inc.	326.06	-	-	326.06
	(181.15)	(-)	(-)	(181.15)
Mr. Mukesh Lulla	-	-	47.70	47.70
	(-)	(-)	(27.55)	(27.55)
Others	-	-	-	-
	(-)	(-)	(0.16)	(0.16)
<u>As at the year end</u>				
<u>Amount due to</u>				
D-Link International Pte. Ltd	-	18.91	-	18.91
	(-)	(3,426.98)	(-)	(3,426.98)
D-Link International (Singapore)	-	16.74	-	16.74
	(-)	(-)	(-)	-
D-Link Corporation	3,391.24	-	-	3,391.24
	(143.92)	(-)	(-)	(143.92)
Others	-	-	-	-
	(-)	(0.41)	(-)	(0.41)
<u>Amount due from</u>				
D-Link International Pte. Ltd	-	2.50	-	2.50
	(-)	(-)	(-)	(-)
D-Link International (Singapore)	-	-	-	-
	(-)	(175.96)	(-)	(175.96)
Perfect Choice Co. Ltd. (Mauritius)	-	30.41	-	30.41
	(-)	(-)	(-)	(-)
D-Link Middle East-FZCO	-	1.19	-	1.19
	(-)	(0.05)	(-)	(0.05)
Others	-	-	-	-
	(-)	(2.87)	(-)	(2.87)

Figures in brackets pertain to previous year.

Notes:

- 1 Managerial remuneration excludes provision for gratuity and compensated absences, since these are provided on the basis of an actuarial valuation for the Group as a whole and long term incentive.
- 2 Terms and conditions of transactions with related parties

The Group's international transactions with related parties where control exists are at arm's length as per the independent accountant's report for the year ended March 31, 2021. Management believes that the Group's international transactions with related parties where control exists post March 2021 continue to be at arm's length and that the transfer pricing legislation will not have an impact on the financial statements, particularly on the amount of the tax expense for the year and the amount of the provision for taxation at the year end.

Notes forming part of the Consolidated Financial Statements

42 Additional Regulatory Information

(Currency: ₹ in Lakhs)

Ratio	Numerator	Denominator	Current year	Previous year	% Variance	Reason for variance
1. Current Ratio (in times)	Total current assets	Total current liabilities	2.27	2.40	5.43%	
2. Debt-Equity Ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	0.01	0.03	55.98%	Repayment of lease liabilities in current year.
3. Debt Service Coverage Ratio (in times)	Earning for Debt Service = Cash generated from operations	Debt service = Payments for Lease liabilities	11.10	21.48	48.30%	Repayment of lease liabilities in current year.
4. Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	14.87%	12.42%	19.70%	
5. Inventory turnover ratio (in times)	Purchases of stock-in-trade	Average Inventories	8.36	6.27	33.43%	Increase in purchases in line with top line whereas inventory levels remained same.
6. Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	4.50	4.12	9.07%	Receivables were considerably higher due to Covid-19 impact in previous year.
7. Trade payables turnover ratio (in times)	Purchases of stock-in-trade	Average trade payables	4.52	4.36	3.67%	
8. Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	3.72	3.41	9.26%	
9. Net profit ratio (in %)	Profit for the year	Revenue from operations	4.60%	4.31%	6.72%	
10. Return on Capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	18.74%	15.82%	18.47%	
11. Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	2.82%	3.80%	25.67%	Although average investible funds have increased during the year, return on investments came down substantially from the previous year.

Notes forming part of the Consolidated Financial Statements

- 43** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 44** The Group has no transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- 45** Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.
- 46** Appropriate adjustments have been made to the previous year figures, wherever required, to bring them in line with current year classification and groupings in accordance with amended Schedule III of the Companies Act, 2013, which has been effective from 1 April 2021.
- 47. Disclosure of additional information as required by the Schedule III**

Name of the Entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated assets	Amount (₹ in Lakhs)	As a % of consolidated profit or loss	Amount (₹ in Lakhs)	As a % of consolidated other comprehensive income	Amount (₹ in Lakhs)	As a % of consolidated total comprehensive income	Amount (₹ in Lakhs)
Parent								
D-Link (India) Limited	94.44%	28,579.06	95.69%	4,046.57	51.49%	21.81	95.25%	4,068.38
	(94.44%)	(25,149.77)	(93.53%)	(2,932.19)	(-15.10%)	(0.29)	(93.60%)	(2932.48)
Indian Subsidiary								
TeamF1 Networks India Private Limited	5.56%	1,682.84	4.31%	182.18	48.51%	20.55	4.75%	202.73
	(5.56%)	(1480.11)	(6.46%)	(202.67)	(115.10%)	(-2.21)	(6.40%)	(200.46)
Non-controlling interest in subsidiary								
	0.00%	0.17	0.00%	0.02	0.00%	0.00	0.00%	0.02
	(0.00%)	(0.15)	(0.00%)	(0.03)	(0.00%)	(0.00)	(0.00%)	(0.03)
Total	100.00%	30,262.06	100.00%	4,228.77	100.00%	42.36	100.00%	4,271.13
	(100.00%)	(26,630.03)	(100.00%)	(3,134.89)	(100.00%)	(1.92)	(100.00%)	(3,132.97)

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No. 101248W/W - 100022

Rekha Shenoy

Partner

Membership No: 124219

Mumbai, dated: April 26, 2022

For and on behalf of the Board of Directors of

D-Link (India) Limited

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

Vinay Joshi

Chief Financial Officer

Membership No: 102223

Mumbai, dated: April 26, 2022

Satish Godbole

Director

DIN No.: 02596364

Shrinivas Adikesar

Company Secretary

Membership No.: A20908

D-Link (India) Limited

CIN: L72900GA2008PLC005775

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