

REF: DLK/L&S/2019-20/7-5

Date: July 4, 2019

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 2018-19:

Script Code: BSE - 533146, NSE - DLINKINDIA

Dear Sir, / Madam,

Pursuant to Regulation 34(l) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2018-19 which is being dispatched / sent to the members.

Please take the above information on record.

Thanking You,

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

**SHRINIVAS ADIKESAR
COMPANY SECRETARY**

N

E
consumers

T

W

O

R
businesses

K

More experiences

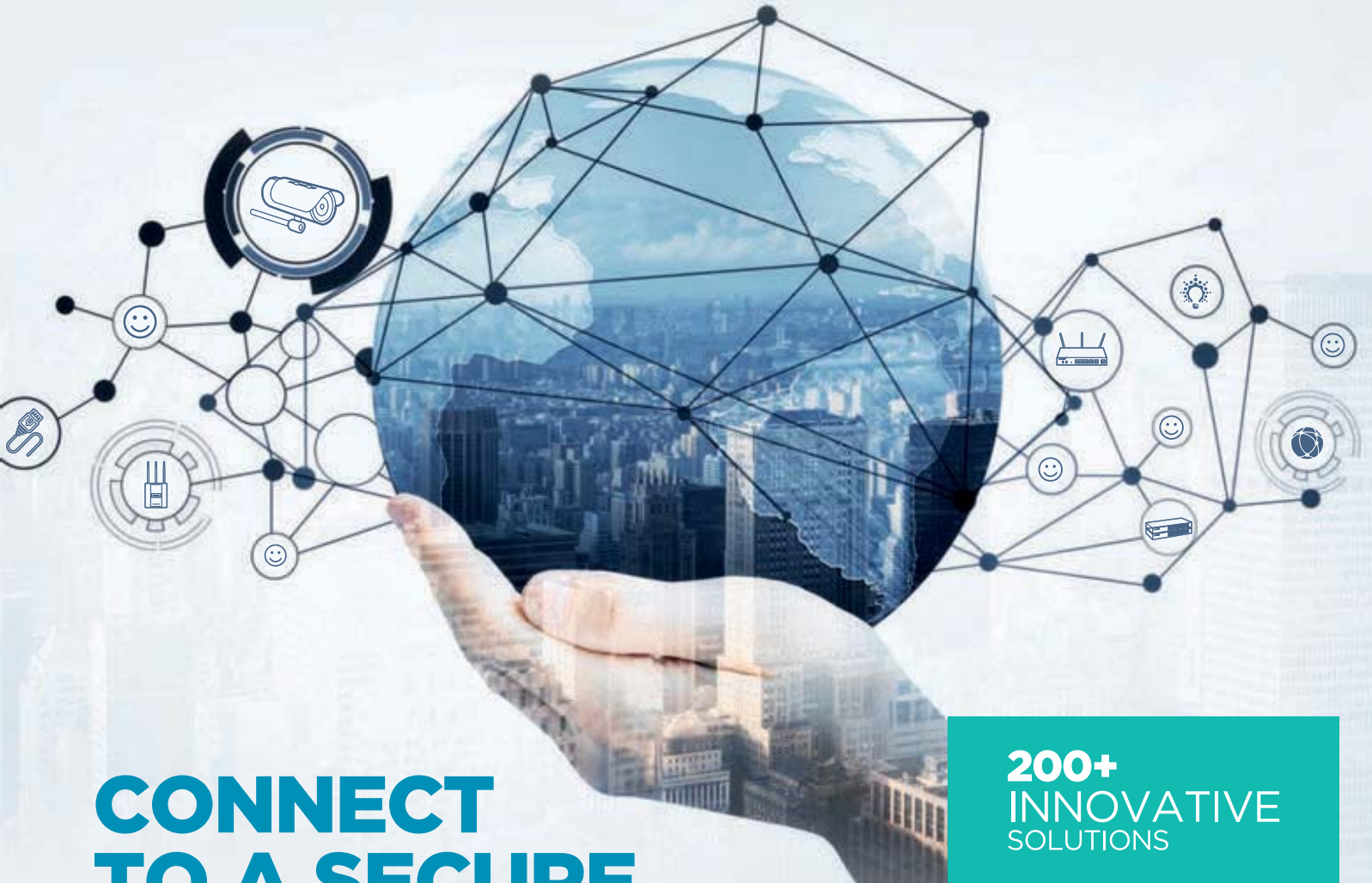
More Excitement

More Productivity

More Opportunity

S
service providers

Our innovations connect you to a world that is more powerful, more intelligent, more protected, and truly seamless.



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

250+
D-LINK CARE
SERVICE POINTS



Home Wireless | Wi-Fi Camera
Business Wireless | Structural Cabling
Switching | IP & CCTV Surveillance
Industrial Switching

Network Professionals preferred brand across Industries, Corporate & Government sectors

✉ sales@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.

Message from Chairman



Hung-Yi Kao
Chairman

Dear Shareholders,

I assumed the position of Chairman of D-Link (India) in August 2018 and it is a proud privilege for me to be part of a dynamic company focused on maximizing shareholder value.

I will begin by congratulating the D-Link (India) team which has delivered - what I can proudly say - one of the best performances in recent times despite tough and challenging market conditions. This performance is the result of various business critical initiatives taken by your Company's management led by the MD & CEO, Mr. Tushar Sighat, which include strong focus on sustainable growth, cost optimization, risk management and strict financial discipline.

While the global economy showed signs of slow recovery, India sustained its mantle as the world's fastest growing major economy in 2018. This growth trajectory is expected to continue for a while powered by growing consumption demand and expected upswing in capital investment.

The upside of the current administration winning by a huge majority signals political stability, especially important for investors to continue to confidently invest in India. We expect the government to accelerate the pace of economic reforms and make the country a \$ 5 trillion economy. Indeed, the colossal verdict is a resounding vote for economic stability.

The ongoing 4G revolution is a result of the favourable environment created by the government's progressive policies. The rapid increase in broadband penetration over the past few years has aided businesses like ours and triggered a widespread increase in customer-centric product development. As India embraces the digital economy, technology will play a crucial role. Initiatives like 'Digital India' and 'Smart City' are driving technology adoption and bringing along huge opportunities of growth and your Company is fully prepared to address these opportunities.

D-Link (India) is in the forefront when it comes to delivering efficient technology solutions that offer the latest and the best in the networking domain with its consumer, wireless and switching products. In addition, it has a significant market share in the structured cabling segment as well. In keeping with our tradition of offering customer-centric products, D-Link has introduced a host of innovative networking solutions. On the enterprise front, D-Link continues to help businesses develop robust and secure networking infrastructure with its

end to end solution offerings. It has also expanded its surveillance portfolio to address the growing demand from residential, SOHO, SME, banking, hospitality and other segments with its comprehensive solution based methodology.

D-Link is also working with several partners on the 'Smart City' projects which require robust, seamless, scalable and future proof networking solutions essential for a sustainable smart city network.

I'm extremely proud of our strong partner network across India. The channel community has been a crucial propagator of D-Link's advancements allowing us to reach out to prospective customers across the country. On its part, D-Link stands committed to its partners and our channel partners continue to be an integral part of our business strategy.

We lay great emphasis on customer satisfaction and have made significant investments in setting up a robust service infrastructure comprising of product service centres and partner service centres, covering 140+ locations and 263+ service points.

Our mission is to build networks for people and to accomplish this mission, we aim to provide unmatched experience through superior products and exceptional service.

In the last two decades, D-Link India has traversed a remarkable journey of transformation encompassing millions of users and delighting consumers in myriad ways. Building on this foundation, a promising tomorrow is unfolding. A future that is being shaped with the strength of competencies and the enduring competitiveness of your company.

Before concluding, I wish to convey my sincere gratitude to each and every employee of D-Link (India) for their untiring efforts and contributing immensely.

I would also like to acknowledge the continued cooperation, trust and support of various government/regulatory authorities, our valued customers, suppliers, vendors, investors, bankers and shareholders. I have tremendous confidence in the management team as we continue to take this business to greater heights and maximize shareholder value.

Thank you.

Hung-Yi Kao
Chairman

Message from Managing Director & CEO



Tushar Sighat, Managing Director & CEO, D-Link (India) Limited

Dear Stakeholders,

I feel a sense of pride about how well your company has performed this year; not only financially but also in terms of our contribution to our customers, employees, shareholders as well as the communities around us.

The opportunities ahead are huge. A decisive leadership and political stability should provide a major stimulus to our fast growing economy. We are well positioned to participate in this growth on account of our ability to creatively harness the power of new technologies.

India is on a cusp of digital transformation, largely due to the rapid spread of high speed data services. As new age technologies like Digital Analytics, Artificial Intelligence and Robotics disrupt industry value chains, the Indian companies are expected to be at the forefront of driving this change in the global market.

In an industry experiencing ever changing market conditions and increasing competition, D-Link (India) has shown consistent performance. The continuity of our team and the consistency of our business approach which emphasizes a long-term view, provide an enduring strength and stability. We are focused on innovation and well positioned to seize opportunities that will provide for future growth.

During the year, we continued to dominate the structured cabling segment and strengthen our position in the CCTV surveillance category. Our innovative introductions in the consumer space included COVR-Whole Home Mesh Wifi Systems, Home Security Cameras, a range of AC routers and IoT products. The Directors' Report would give you greater details about the new launches in the various product segments.

D-Link made significant progress during the year ended 31st March 2019. On a Standalone basis, our revenue from operations grew by over 11.7% to ₹ 69,963.39 lakh from ₹ 62,622.74 lakh in the previous year. The Profit Before Tax showed a steep increase of over 170% to ₹ 4,265.97 lakh as against ₹ 1,575.41 lakh in the previous year. The Profit After Tax for the year grew by 110% and stood at ₹ 2,354.48 lakh as against ₹ 1,119.21 lakh in the previous year.

Our business model is founded on the principle of sustainable growth and our strategies are designed to protect the business against unforeseeable challenges that may occur in future. Our customers benefit from our over three decades of experience with solutions that are provided by our experts based on deep understanding of customer needs. This is further complemented by our excellent technical expertise, fastidious attention to detail and solid financial strength. Our customers have come to expect innovative solutions to help them serve their markets better and grow into newer ones.

Our management team adheres to the spirit of innovation, execution capability and heritage and constantly reinvents the organization so that it remains relevant in the years ahead. Our product research and development design have always been guided by users perspective. Our wide range of product offering covers the entire gamut of networking – network switching, industrial switching, wireless structured cabling, surveillance and IoT products.

“Our business model is founded on the principle of sustainable growth and our strategies are designed to protect the business against unforeseeable challenges that may occur in future.”

In the last three decades, your company has traversed a remarkable journey and built a vibrant organization with immense vitality. Building on these foundations, a promising tomorrow of sustained growth is unfolding. A future that is being shaped with the strength of technology, innovation and competencies nurtured over the years to secure enduring competitiveness.

I am confident that D-Link's growth trajectory will continue to be powered by the growing consumption demand and by the revolutionary 'Digital India' initiative and 'Smart Cities' mission of the Government.

I truly believe that the best is yet to come. A dedicated team of highly motivated professionals is driving the growth of your company today. We would continue to innovate with vigour and passion to take this company to greater horizons of excellence and to exceed the expectations of all our stakeholders. On behalf of the Board and the management, I assure you that we would spare no effort to realize your aspirations.

Before I conclude, I would like to convey my deepest appreciation of the relentless efforts put in by Team D-Link and the impressive milestones achieved so far are a tribute to their dedication.

On behalf of the D-Link Board, I would also like to thank our valued shareholders, our distributors, dealers, channel partners, system integrators, government authorities and all our business associates for their continued support and encouragement. I am indebted to all of them for fueling our enthusiasm and confidence to navigate the next milestone in our journey ahead.

Thank you.

Tushar Sighat
Managing Director & CEO

D-Link Corporation



Helping You Connect to More

Formed in Taiwan 32 years ago, D-Link is one of the original and pioneering networking companies. Although it initially only sold to SMBs, D-Link started working in the consumer market in 1996.

From relatively modest beginnings in 1986, the company has grown into an exciting and innovative global brand with over 2000 employees worldwide. In a world where everything and anything is now connected to the internet, D-Link is pushing the boundaries of what the network can bring to today's society, moving beyond connectivity to making things smarter.

For consumers, it was one of the first networking vendors to enter the smart home market in 2010 and its mydlink platform is now the world's largest cloud surveillance platforms, providing the connectivity and intelligence to enable the ideal smart home. It has now shifted focus to the premium market and its latest product, COVR, blankets every square inch of a home with high-speed, seamless, reliable Wi-Fi, ensuring consumers have connectivity at all times.

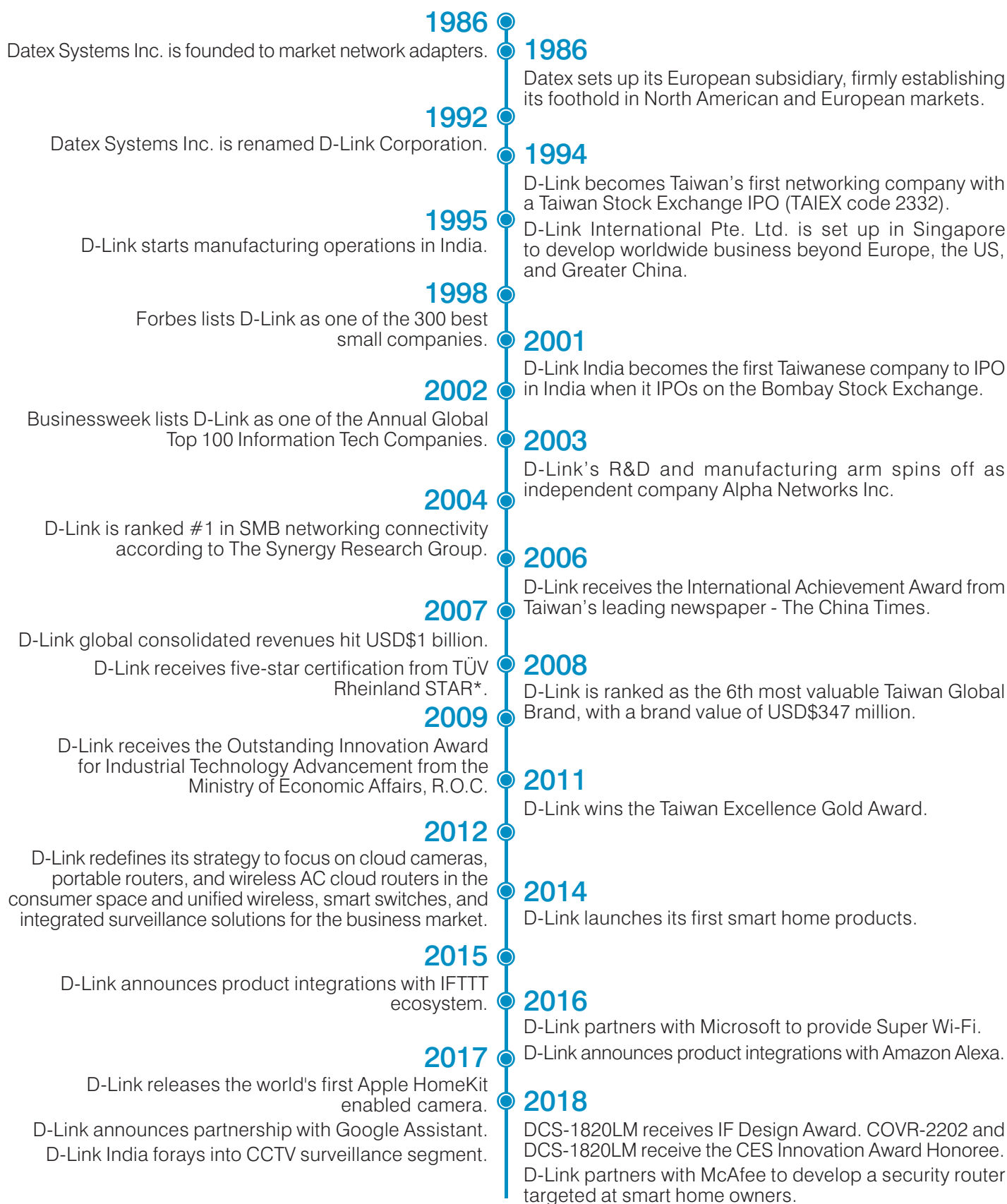
For SMBs, D-Link builds innovative network solutions that meet all business networking needs, from switching to mobility and storage to surveillance, with complete solutions. It provides

one of the most comprehensive ranges of smart switches available - its easy to set-up, has high performance and is secure. To enhance business innovation, D-Link is continuing to develop new technologies, such as the Nuclias Cloud Networking Solution.

The company is also aiming to take advantage of the latest technology developments. In networking, all that has really changed in recent years is speed, but we are the cusp of a big shift as Industry 4.0, IIoT, M2M mobility, smart cities and autonomous vehicles become mainstream. This is driving D-Link's investment and technology for these applications.

Smart City solutions require comprehensive tech from software development and D-Link is ensuring that its solutions can cover what is needed. This year it has launched its new Industrial Gigabit Switches for Smart City, Factory Automation and Industry 4.0 applications. The rugged, easy-to-deploy switches are certified to be reliable, even in extreme environments.

Milestones & Achievements



D-Link (India) Limited



D-Link (India) is one of the largest networking companies in India

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.

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. The Company's 'Passion to Innovate' 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 an end-to-end solution provider, offering products that extend across all areas of network infrastructure including switching, security, wireless, IP surveillance, storage and structured cabling. 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 and has always focused on product innovation, adhering to its own brand as the developmental core.

D-Link's mission is "Building Networks for People", and its commitment to providing customers with an unmatched networking experience through outstanding value, ease of connectivity, and a human touch continues to be proven successful to each and every customer, time after time.

Our Subsidiary: TeamF1 Networks



TeamF1 Networks develops customised embedded software solutions for various industry segments

TeamF1 specializes in developing high-performance networking and security software products, which help in future proofing the digital network connectivity and security for embedded devices.



TFOS™ – TeamF1 Operating System – is a comprehensive turnkey software package that combines a rich set of field-proven standard & hardened networking solutions.

TFOS™ is a common DNA across all the products and works across multiple silicon chipsets and hardware architectures.

The TFOS™ core values (scalability, performance, and security) are carried to all the solutions provided by TeamF1 Networks.

TeamF1 Networks offers complete networking and security platform tailored to the needs of the market with well-integrated technologies. Our Licensed Turnkey Solutions, Product

Customization, and Professional Services enable businesses with customized solution and make them future ready.



Currently, TeamF1 Networks is working in collaboration with D-Link for an innovative solution based on Wireless Controller and Business Cloud. It is also working with Reliance Jio Infocomm Ltd. to deliver state-of-the-art home gateway solution for a seamless connected home experience.

CIO Review recognized TeamF1 Networks as one of the “20 Most promising Embedded Technology Solution Provider-2018.”

Our mission: To be a pre-eminent supplier of software intellectual property solutions to the embedded systems market through technological innovation, superior quality and responsive support.

Solutions provided by TeamF1 Networks

-  CPE Gateway
-  Wireless Controller
-  Managed Access Point
-  Security Gateway
-  Cloud Solutions

Consumer Solutions



D-Link's innovations have made it a trend leader in the consumer market

D-Link has consistently led the industry as a role model for other brands, focusing on innovation and quality. It offers the ideal Whole Home Wifi system to stretch the wireless signal to all corners of the entire house for seamless connectivity without any dead zones.



*D-Link's Dual-Band
Whole Home Wi-Fi System
(COVR-C1203)*

Digital home appliances including voice, music, photo, video, sensor and other multimedia applications offer home entertainment while smart

home needs such as security monitoring and safety for the family is met by IP cameras, smart plugs, sensors and gateways. D-Link strives to combine its cloud and networking products with world leaders like Apple and Google to provide more connected home products to consumers.

D-Link's security monitoring solution integrates existing Switch, Storage, Software and Service with surveillance as its core to provide a comprehensive service for customers.

The IP market has grown in recent times due to increased lens resolutions and affordable prices. Since the overall household market penetration is low, the segment offers enormous growth potential. With the integration of cloud application and increasingly widespread 4G penetration, the market for these products would continue to grow exponentially for the next few years. It is expected that digital cameras and IoT sensors may become the next wave of universally accepted household appliances.

In the consumer space, D-Link India continued to lead with innovation and its introductions during the year included COVR - Whole Home Mesh Wi-Fi systems, Home security cameras, a range of AC routers, IoT products, etc. which were widely accepted by consumers.

Further, government initiatives like Digital India and Smart City has also opened new avenues. As a leading enabler of connectivity solutions, D-Link works with partners/system integrators at various levels on Smart City projects.



*D-Link's
Mini-HD Wi-Fi
Home Camera
(DCS-P6000LH)*

Enterprise Solutions



D-Link accelerates growth momentum in its enterprise business

India is witnessing a boom in the IT sector with significant increase in government investment in public infrastructure and upgrades as well as enterprise spending on digital initiatives. D-Link looks forward to capitalize on the opportunities offered by enabling enterprises with a solution centric approach. It has realigned its strategy to place greater emphasis on enterprise business to accelerate the company's growth momentum in line with its vision to move up the ladder to become a leading enterprise networking solutions provider in the country.

For its enterprise business, D-Link has devised programmes that provide system integrators training of new technology trends and provides strong marketing support, backed by incentive programmes. A significant initiative was the 'Synergy 2019' programme organized in Mumbai in March 2019. This event was an exclusive system integrator conference with the objective of introducing them to the latest introductions in the enterprise product portfolio, device strategies, to take advantage of the market opportunities in the enterprise landscape and to build synergy with system integrators for enduring long term association.

D-Link enterprise business encompasses

projects, stock-n-sell, and large enterprises. Through its enterprise solution portfolio, D-Link caters to Telcos, ISVs, SMBs and large enterprises. D-Link is also working closely on government initiatives like Digital India, Smart city, etc. and is actively present on GeM platform.

During the year, D-Link introduced a series of high-end products for its enterprise business including unmanaged long term POE/POE plus switches, new generation layer 3 stackable managed switches with advance hardware and software enhancements for powerful performance, flexibility and easy management, industrial grade switches to address the evolving networking needs of large industries.

By expanding its product line, establishing a dedicated vertical specific team and investing to enhance its support infrastructure for enterprise customers, D-Link has brought about significant transformation in its enterprise business operations.



D-Link's 10 Gigabit Ethernet Data Center Switches (DXS-5000 Series)

Distribution and Service Infrastructure



D-Link has made significant investments to provide support to its customers

Customer satisfaction has always been of prime importance to D-Link and the company is committed towards delivering high quality, efficient, reliable networking and connectivity solutions.

It has made significant investments in setting up a robust distribution and service infrastructure to make its products available in the remotest areas and address customer demand for service.

D-Link nurtures a partner centric business model with a strong network of distributors and system integrators spread across the country. Its distribution and service network is fully geared, as the company has invested much time and energy to ensure that they are equipped with a thorough understanding of its products and capabilities by imparting relevant training to them.

D-Link's reliable service infrastructure encompasses 10 service centres in Tier 1 cities, 50+ partner service centres in Tier 2/Tier 3 cities and logistic support in 500+ cities. D-Link also has an in-house call centre providing L1, L2 and L3 support.

D-Link has a strong team of over 275 employees with 13 branches pan-India. Its distribution network comprises of a profitable mix of National

Distributor, Business Distributor and Channel Partners. At present, D-Link has four National Distributors, more than 100 Business Distributors, over 15000 re-seller/partners along with 2000+ System Integrators catering to the networking needs of customers.

A renewed focus on expanding and improving our relationships with channel partners at all levels (distributors, dealers, retailers and system integrators) will ensure that more of our products reach our customers.

D-Link ensures that its products and service are accessible throughout the country through multiple channels to its customer base that ranges from large corporations to SMBs and SOHOs to individual homes.

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 that D-Link will continue to strengthen its position as a preferred networking solutions provider.

Awards & Accolades



Awards are a recognition of our commitment to quality and innovation

Awards are a wonderful recognition of the innovation that we are continuously bringing to the market and the difference we are making to our customers and their customers.

These awards speak volumes of D-Link's commitment to quality, innovation, customer service and brand leadership. They not only demonstrate our market leadership but also showcase the outstanding value that our products and services bring to our customers.

These awards are also a great morale booster as they recognise that what the company does is valued. Most importantly, it lets the people in the company as well as its customers know that the company is continuously positioning itself for success.

During the year, D-Link received a string of awards but the crowning glory was the prestigious Asia Pacific Entrepreneurship Award (APEA Award) 2019 where D-Link was adjudged the winner under the 'Corporate Excellence' category by the APEA Award committee.

APEA 2019 Award recognizes and honours companies showing outstanding performance and demonstrating progress and enlightened management practices. It is a world-class award honouring businesses and leaders who have shown outstanding performance and tenacity in developing successful businesses within the Asia Pacific region and is meant to spur greater innovation, fair practices and growth in entrepreneurship.

Some recent awards received by D-Link (India)

Asia Pacific Entrepreneurship Award 2019	- Winner under corporate excellence category
NCN Award	- Best networking solutions - Best SCS brand - Editor's choice award for Mini HD camera
SME Channel Award	- Most valued networking vendor of the year 2018
VAR India Star Nite Award	- Best networking switch company - Editor's choice award for best structured cabling
NCN NSS Award	- Best networking solutions provider of the year 2018

Corporate Social Responsibility



We truly believe that a small effort is all it takes to make a lasting impact while building a compassionate and sustainable society.

A Small Effort in this Big World

Our commitment to Corporate Social Responsibility (CSR) is focused on initiatives that make a constructive contribution to the community and encourage sustainable development.

Our CSR programmes focus on community care, healthcare and education, in providing skills training and livelihood for youth and community engagement through women empowerment.

As part of our **Community Care** initiatives, we work with the underprivileged by associating with organizations that work towards improving the quality of life of such individuals.

We recognize that providing **Healthcare** for the marginalized and deprived sections is crucial for the wellbeing of society and work closely with institutes engaged in such activities.

Education transforms both the individual and society. D-Link works with educational institutions to reach out to indigent students and support them in their pursuit of a better future.

A few of our CSR initiatives

Khar Danda (Mumbai) Beach Clean-up Drive: D-Link volunteers collaborated with Self4Society and participated in a clean-up drive at Khar Danda beach in Mumbai and removed over 1.8 tonnes of garbage from the beach.

Shree Multan Seva Samiti: D-Link partnered with Shree Multan Seva Samiti, a Mumbai based NGO and sponsored Dialysis machines at BSES Hospital in Andheri.

Sanmitra Mandal Vidya Mandir: D-Link sponsored distribution of notebooks to students of Sanmitra Mandal Vidya Mandir, a government aided school providing education to children from economically backward sections.

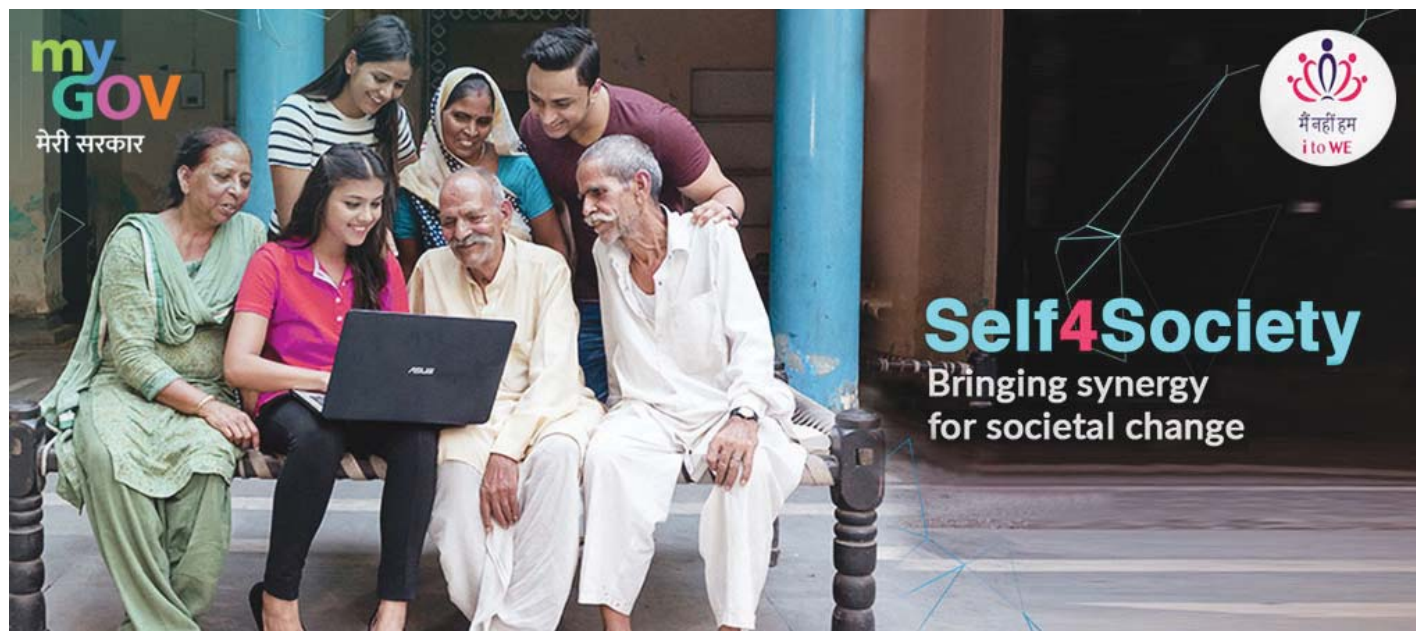
Prabodhan Dialysis Center: D-Link offered financial assistance to Prabodhan Dialysis Center, which treats poor people at a highly subsidized rate.

House of Charity: D-Link sponsored the renovation of the building for special children for House of Charity, a welfare organization working towards the well-being of destitutes.

Ramakrishna Mission: D-Link sponsored medical and dental equipment at Ramakrishna Mission Hospital which provides free or highly subsidized medical services to needy patients.

Holy Spirit Hospital: D-Link sponsored a Color Doppler Unit at the Holy Spirit Hospital, which offers quality healthcare to the marginalized at subsidized rates.

Corporate Social Responsibility



D-Link extends its support to Self4Society platform

D-Link India recognizes that through its actions as a responsible corporate citizen, it can play a role in bringing about progressive change in society. Social welfare constitutes an integral part of the Company's value system and D-Link has pledged its support to Self4Society, a CSR platform recently launched by our Hon'ble Prime Minister, Shri Narendra Modi to encourage employees from IT sector to actively volunteer to help build a new India.



The Self4Society platform initiative encourages corporate employees to engage and contribute in social welfare activities. Self4Society is an app based platform that acts as a workspace for Electronics and IT corporates to organize employee engagements (initiatives) for social work.

“Taking up social responsibility is an ethical obligation for both individuals and businesses. Self4society is a brilliant platform for employee-corporate collaboration towards social welfare. At D-Link, we whole heartedly support this innovative approach to CSR. We shall encourage our employees, partners to join us and

collectively contribute to the nation building process.” says *Mr. Tushar Sighat, Managing Director & CEO, D-Link (India) Ltd.*

D-Link has so far has played an active role by successfully initiating over 41 events in a short Span of time. D-Link is an active member of Self4Society and is among the top five organizations with 8100+ hours of service logged by our employees.

Commenting on D-Link's enthusiastic participation *Shri Arvind Gupta, CEO, MyGov said*, “On behalf of the Self4Society initiative, we appreciate the efforts of D-Link and its volunteering team. It is heartening to see that D-Link, its employees and partners have taken up the call from PM Narendra Modi for contributing to societal causes by volunteering their time, effort and skills. Such contributions towards projects having national impact depict the true spirit of volunteering.”

D-Link encourages all its employees to initiate/ take up social causes and offer voluntary assistance under its CSR campaigns through the Self4Society app. D-Link also encourage its partners and re-sellers across the country to be part of its CSR initiative through Self4society platform.

Board of Directors



Hung-Yi Kao

Chairman

Mr. Hung-Yi Kao (Mr. Howard Kao) has over 10 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.

Mr. Kao joined the D-Link Corporation board of directors in 2017 and the Alpha Network board of directors in 2018. Mr. Kao also holding the positions of special assistant to the CEO and head of the IoT Strategic Business Unit at D-Link Corporation.

Tushar Sighat

Managing Director & CEO

Mr. Sighat has over 28 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 playing a strategic role in strengthening its position as a leader in networking industry. Under his dynamic leadership, D-Link has continued to soar towards new heights of success and 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 40 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 38 years of experience; He is specialized in Company Law, Mergers & Amalgamation and FEMA.



Madhu Gadodia

Independent Director

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

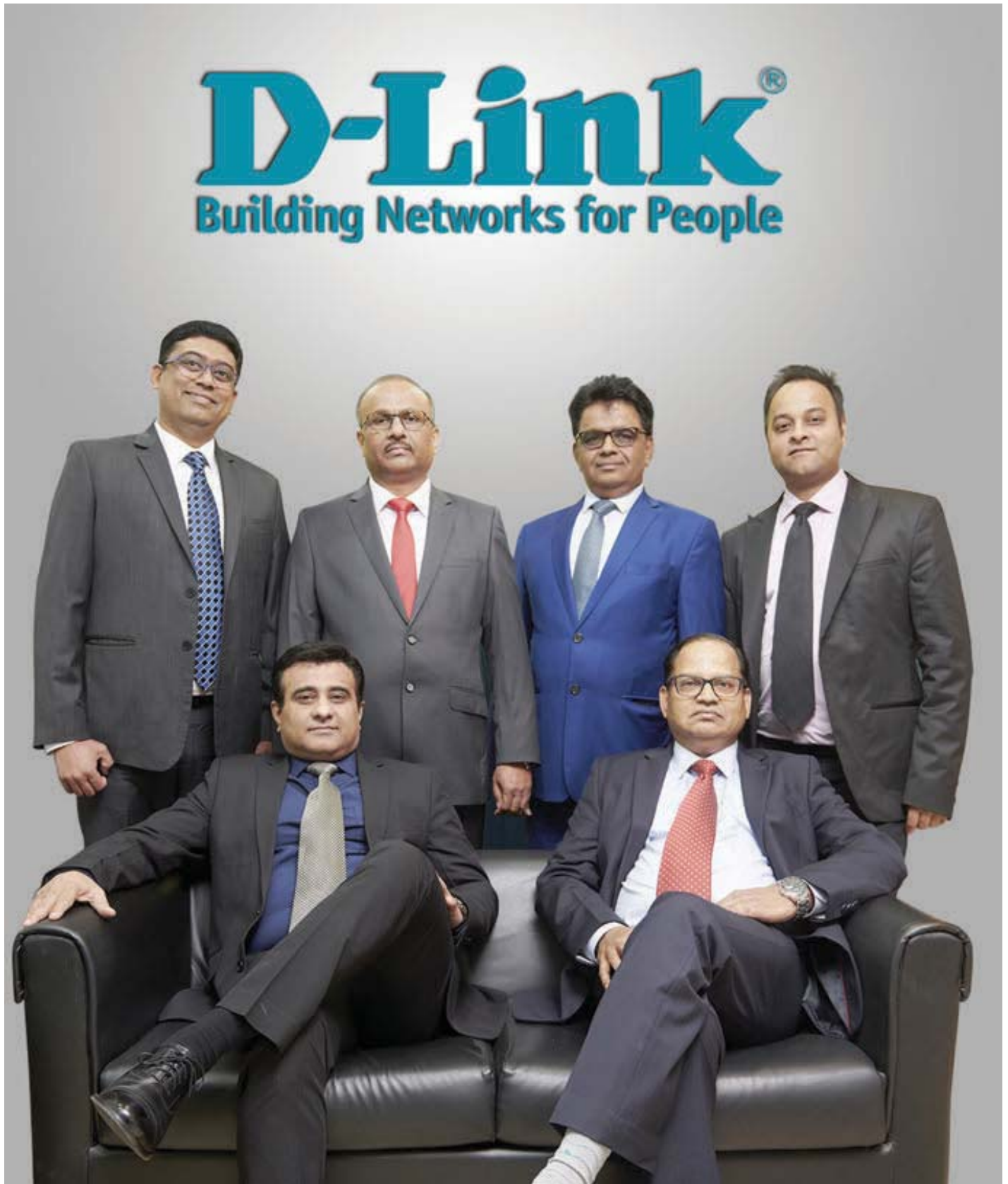
Mr. Mukesh Lulla brings on the Board a unique blend of technical expertise and savvy entrepreneurial skills. As a veteran in global technology marketing, business development, he is eminently qualified to shape the high-level direction of the company's technology investments. He holds a Master's degree in Electrical Engineering from the University of Southern California, and a Bachelor's degree in Electronics Engineering from N.I.T. Surat.

Mr. Mukesh Lulla is also the co-founder of 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.



Senior Management







Directors' Report

To,
The Members,

The Board of Directors of your Company take pleasure in presenting the Eleventh Annual Report together with the Balance Sheet and Statement of Profit and Loss for the financial year ended 31st March 2019.

1. Financial Results (Standalone and Consolidated):

(Rupees in Lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	69,963.39	62,622.74	71,570.16	64,368.66
Profit Before Depreciation and Tax	4,365.43	1,681.84	4,790.53	2,033.22
Less: Depreciation for the year	99.46	106.43	126.57	142.39
Profit Before Tax (PBT)	4,265.97	1,575.41	4,663.96	1,890.83
Less: Exceptional item	529.03	-	529.03	-
Less: Tax Expense	1,381.76	533.43	1,490.36	621.60
Add: Comprehensive income	(0.07)	77.23	4.87	94.95
Profit After Tax	2,354.48	1,119.21	2,649.44	1,364.18
Earnings per Share (₹)	6.63	2.93	7.45	3.57

The financial statements for the year ended on 31st March 2019 have 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 2019.

2. State of Company's Affairs:

During the financial year 2018-19, your Company posted standalone gross revenue of ₹ 69,963.39 lakhs as compared to ₹ 62,622.74 Lakhs in the previous year. The standalone profit before depreciation and tax stood at ₹ 4,365.43 lakhs as compared to ₹ 1,681.84 Lakhs in the previous year.

During the year under review, the Company has earned higher profit before tax compared to the previous year due to various cost reduction and efficiency improvement measures taken during the year.

During the year under review, there is no change in nature of business.

The consolidated financial statements of your Company for the financial year 2018-19 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. 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.

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 dividend of ₹ 1/- per share for the year ended 31st March, 2019 (i.e. @50% on the paid-up equity capital) to be paid, if approved at the Eleventh 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.

5. Extract of the Annual Return:

As mandated by Section 92 of Companies Act, 2013 read with the rules made thereunder, the extract of annual return for the financial year ended 31st March 2019 in Form MGT-9 is enclosed as **Annexure I** to this report. The copy of the annual return is available on the website of the company, under the weblink, <http://www.dlink.co.in/corporate/investor/>

6. Directors and Key Managerial Personnel:

a) Changes in Directors and Key Managerial Personnel (KMP)

During the year under review;

- (i) Ms. Anny Wei [DIN 08044045]– Non-Executive Chairman of the Company retired at the previous Annual General Meeting held on 3rd August 2018.
- (ii) Mr. Rajaram M. Ajaonkar [DIN 00605034] was re-appointed as Independent Director with effect from 1st April 2019 for a second term of 5 consecutive years subject to passing special a resolution by the members of the Company.
- (iii) Mr. Satish V Godbole [DIN No. 02596364] was re-appointed as Independent Director with effect from 1st April 2019 for a second term of 5 Consecutive years subject to passing a special resolution by the members of the Company.

b) Details of Directors retiring at the ensuing Annual General Meeting (AGM)

- (i) Mr. Hung-Yi Kao (Howard Kao) (DIN:08190631), was appointed as additional director on the board designated as Non-Executive Chairman of the Company effective August 4, 2018. Mr. Kao holds office upto the date of ensuing Annual General Meeting. His appointment as the Director of the Company, liable to retire by rotation, requires approval of the members.
- (ii) In pursuance of section 152 of the Companies Act, 2013, at-least two-thirds 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.

Accordingly, Mr. Tushar Sighat [DIN 06984518] retires by rotation and being eligible, offers himself to be re-appointed at the ensuing AGM. The Board of Directors of your Company recommends his re-election.

c) Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

1. Mr. Tushar Sighat - Managing Director & CEO
2. Mr. C. M. Gaonkar - Chief Financial Officer
3. Mr. Shrinivas Adikesar - Company Secretary

d) 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(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. Number of meetings of Board of Directors:

During the year under review, five 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 16th March 2019 for transacting the business enumerated under said provisions.

8. 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 performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Directors. Directors held separate discussions with other Directors of the Company and obtained their feedback on overall Board effectiveness as well as performance of each of the other Directors. The Board of Directors took note of the observations on board evaluation carried out during the year and regarded as no action is required to be taken.

9. 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 the 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 the Corporate Governance Report forming part of this Annual 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 2018-19.

10. Nomination and Remuneration Committee, Policy and Disclosures on Managerial Remuneration:

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 the 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 and executive directors of the Company as well as other relevant factors including the following criteria:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company;
- b) Relationship of remuneration to performance is clear and meets appropriate performance industry benchmarks; and
- c) Remuneration to Directors, Key Managerial Personnel 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, Key Managerial Personnel 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.

11. 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 the Stakeholders Relationship Committee. The detailed terms of reference, constitution and other relevant details of the Stakeholders Relationship Committee has been given in the Corporate Governance Report forming part of this Annual Report.

12. 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 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>

Directors' Report

During the year under review, the Company through the 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.

13. 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 shall review and monitor a Risk Management Policy, from time to time. The objective of the Risk Management Policy is to identify the risks impacting the business and to formulate strategies / policies aimed at risk mitigation as part of risk management.

14. 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 network security solutions empower wired and wireless devices world-wide for small and medium businesses and residential networks. This includes applications ranging from business security gateways, UTM firewalls and network storage devices to home gateways and service provider routers. The completely customized 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's standalone financial statements show gross revenue of ₹ 1,639.77 lakhs as compared to ₹ 1,749.42 lakhs in the previous fiscal year. The profit before tax stood at ₹ 294.96 lakhs as compared to ₹ 244.97 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 at <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 - III** to this report.

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.

However, in accordance with the amendment to the provisions of Section 139 of Companies Act, 2013, the ratification of the appointment of Statutory Auditors at every Annual General Meeting has been omitted and therefore, the ratification of appointment of Statutory Auditors is not being sought.

16. Cost Audit:

During the relevant period for the purpose of Section 148 of Companies Act, 2013 read with the rules made thereunder, maintaining of the Cost Accounting records were not applicable considering the turnover of manufacturing activity.

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 2018-19 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 – IV** to this report. There is no qualification, reservation or adverse remark in secretarial audit report made during the financial year.

18. Deposits:

Your Company has not accepted any Fixed Deposits during the year under review and, as such, no amount of principal or interest was outstanding as on date of Balance Sheet.

19. Particulars of Loans, Guarantees or Investments:

During the year the company has not granted loans and given guarantees, made investments or provided securities that are covered under the provisions of 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 majority of the products are imported from D-Link Corporation and its Subsidiaries. All the transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length price basis. The Audit Committee and the Board of Directors reviewed the transactions (which are repetitive in nature) and the Audit Committee granted approval for such transactions.

The disclosures as required under IND-AS have been made in Note 38 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 – V**.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at: <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 2018-19. 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 between the end of the financial year, to which this financial statement relate, and 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 an Internal Committee as per the requirements of the above Act.

During the financial year 2018-19, the committee has neither received any complaints nor were any cases pending as at 31st March, 2019.

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. However, the Company will continue with its efforts to conserve the energy.

B) Technology absorption:

No comment is being made on technology absorption considering the nature of activities undertaken by your Company during the year under review.

C) Foreign exchange earnings and outgo:

Total foreign exchange earnings and outgo is stated in Note 31 forming part of the Standalone Financial Statements.

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 a CSR Policy in accordance with the Act.

The Company was required to spend ₹ 53.36 lakhs for the Financial Year 2018-19 towards Corporate Social Responsibility (CSR) activities. However, the Company has spent ₹ 45.00 lakhs during the financial year ended March 2019.

During the year under review, the amount spent by the Company on the CSR activities is less than the prescribed amount under the Companies Act 2013. The Company's CSR initiatives usually involve study of various projects at a small scale to learn from

Directors' Report

on-ground realities, getting feedback from community and then putting an enhanced sustainable model to ensure maximum benefit to the community. For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable which coupled with new initiatives that may be considered in the future will ensure that the Company spends a CSR amount in accordance with the prescribed limits.

The details relating to Corporate Social Responsibility (CSR) are set out in **Annexure-VI**.

The CSR Policy of the Company has been posted on the website of the Company at <http://www.dlink.co.in/pdf/CSR%20Policy.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 the 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. 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 the Annual Report.

28. 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 the Annual Report.

29. 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, 2019, 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, 2019 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.

30. 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 its customers, vendors and 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: 25th May, 2019

Form No. MGT-9

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

Extract of Annual Return

As on the financial year ended on 31st March, 2019

I REGISTRATION & OTHER DETAILS

i	CIN	L72900GA2008PLC005775
ii	Registration Date	26/05/2008
iii	Name of the Company	D-LINK (INDIA) LIMITED
iv	Category of the Company	Public Company
v	Address of the Registered Office & Contact Details	Plot no. U02B, Verna Industrial Estate, Verna, Salcette, Goa - 403722.
	Telephone (with STD Code)	0832-2885800
	Fax Number	0832-2885823
	Email Address	shares@dlink.co.in
	Website, if any	www.dlink.co.in
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA	Karvy Fintech Private Limited
	Address	Corporate Registry, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India.
	Telephone	040-67161500
	Fax Number	040-23420814
	Email Address	einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of computers, computer peripheral equipment and software (Trading of Networking Products)	4651	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	D-Link Holding Mauritius Inc. 10 th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius	NA	Holding Company	51.02	2 (46)
2	TeamF1 Networks Private Limited. 5 th Floor, Block I, My Home Hub, Madhapur, Hyderabad - 500081.	U72200TG2012PTC078978	Subsidiary Company	99.99	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	18,114,663	-	18,114,663	51.02%	18,114,663	-	18,114,663	51.02%	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	18,114,663	-	18,114,663	51.02%	18,114,663	-	18,114,663	51.02%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1,343,487	-	1,343,487	3.78%	242,985	-	242,985	0.68%	-3.10%
b) Banks / FI	49,398	-	49,398	0.14%	47,408	-	47,408	0.13%	-0.01%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	109,420	-	109,420	0.31%	43,979	-	43,979	0.12%	-0.18%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	1,502,305	-	1,502,305	4.23%	334,372	-	334,372	0.94%	-3.29%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,298,864	-	1,298,864	3.66%	905,031	-	905,031	2.55%	-1.11%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	9,307,040	22,810	9,329,850	26.28%	10,314,368	19,260	10,333,628	29.10%	2.83%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4,581,573	-	4,581,573	12.90%	5,303,206	-	5,303,206	14.94%	2.03%
c) Others (specify)	15,859	-	15,859	0.00	41,993	-	41,993	0.12%	0.07%
Sub-total (B)(2):-	15,865,072	22,810	15,887,882	44.75%	17,036,555	19,260	17,055,815	48.04%	3.33%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	17,367,377	22,810	17,390,187	48.98%	17,370,927	19,260	17,390,187	48.98%	0.00
C. Shares held by Custodian for GDR & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	35,482,040	22,810	35,504,850	100.00%	35,485,590	19,260	35,504,850	100.00%	0.00

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares pledged/encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total Shares	
1.	D-Link Holding Mauritius Inc.	18114663	51.02%	-	18114663	51.02%	-	0.00%
	TOTAL	18114663	51.02%	-	18114663	51.02%	-	0.00%

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No. I - D-Link Holding Mauritius INC.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year	18114663	51.02%	18114663	51.02%
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No Change		No Change	
At the end of the year	18114663	51.02%	18114663	51.02%

iv. Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (April 1, 2018)		Date	Cumulative Shareholding during the year (March 31, 2019)		
		No. of Shares	% of total shares		Increase/ (Decrease) in share holding	No. of Shares	% of total shares
1	KOTAK EMERGING EQUITY SCHEME						
	Opening Balance	1,343,487	3.78	31/03/2018		1,343,487	3.78
				13/04/2018	(305,651)	1,037,836	2.92
				27/04/2018	(28,810)	1,009,026	2.84
				13/07/2018	(2,414)	1,006,612	2.84
				27/07/2018	(82,586)	924,026	2.60
				12/10/2018	(8,254)	915,772	2.58
				19/10/2018	(63,758)	852,014	2.40
				08/02/2019	(151,438)	700,576	1.97
				15/02/2019	(29,720)	670,856	1.89
				22/02/2019	(175)	670,681	1.89
				01/03/2019	(83,860)	586,821	1.65
				08/03/2019	(135,760)	451,061	1.27
				15/03/2019	(122,330)	328,731	0.93
				22/03/2019	(41,746)	286,985	0.81
				29/03/2019	(44,000)	242,985	0.68

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (April 1, 2018)		Date	Cumulative Shareholding during the year (March 31, 2019)		
		No. of Shares	% of total shares		Increase/ (Decrease) in share holding	No. of Shares	% of total shares
	Closing Balance			30/03/2019		242,985	0.68
2	TEJAS TRIVEDI						
	Opening Balance	441,680	1.24	31/03/2018		441,680	1.24
				13/07/2018	5,506	447,186	1.26
				20/07/2018	21,900	469,086	1.32
				27/07/2018	51,797	520,883	1.47
	Closing Balance			30/03/2019		520,883	1.47
3	PARAMJIT MANN						
	Opening Balance	365,053	1.03	31/03/2018		365,053	1.03
				11/05/2018	(3,500)	361,553	1.02
				08/06/2018	95,300	456,853	1.29
				08/06/2018	(100,000)	356,853	1.01
				29/06/2018	1,500	358,353	1.01
				29/06/2018	(1,500)	356,853	1.01
				13/07/2018	(2,875)	353,978	1.00
				17/08/2018	(2,566)	351,412	0.99
				14/09/2018	(2,765)	348,647	0.98
				05/10/2018	90,537	439,184	1.24
				05/10/2018	(90,537)	348,647	0.98
				19/10/2018	40,000	388,647	1.09
				16/11/2018	(3,670)	384,977	1.08
				14/12/2018	(3,600)	381,377	1.07
				25/01/2019	(1,975)	379,402	1.07
				01/02/2019	(4,691)	374,711	1.06
				22/02/2019	(3,400)	371,311	1.05
				15/03/2019	(3,345)	367,966	1.04
	Closing Balance			30/03/2019		367,966	1.04
4	VINAI KOLLI						
	Opening Balance	300,000	0.84	31/03/2018		300,000	0.84
	Closing Balance			30/03/2019		300,000	0.84
5	SHIVANI TEJAS TRIVEDI						
	Opening Balance	175,944	0.50	31/03/2018		175,944	0.50
				06/04/2018	(150,944)	25,000	0.07
				13/04/2018	(25,000)	-	0.00

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (April 1, 2018)		Date	Cumulative Shareholding during the year (March 31, 2019)		
		No. of Shares	% of total shares		Increase/ (Decrease) in share holding	No. of Shares	% of total shares
				27/07/2018	32,827	32,827	0.09
				17/08/2018	20,491	53,318	0.15
				14/09/2018	17,482	70,800	0.20
				21/09/2018	4,135	74,935	0.21
				28/09/2018	25,000	99,935	0.28
				05/10/2018	75,000	174,935	0.49
				26/10/2018	2,555	177,490	0.50
				02/11/2018	44,239	221,729	0.62
				09/11/2018	67,632	289,361	0.81
				16/11/2018	42,808	332,169	0.94
				23/11/2018	7,800	339,969	0.96
				14/12/2018	106	340,075	0.96
				18/01/2019	25,000	365,075	1.03
				01/02/2019	10,073	375,148	1.06
				08/02/2019	1,543	376,691	1.06
				15/02/2019	109,172	485,863	1.37
				01/03/2019	79,151	565,014	1.59
				08/03/2019	47,091	612,105	1.72
				15/03/2019	953	613,058	1.73
				22/03/2019	90	613,148	1.73
	Closing Balance			30/03/2019		613,148	1.73
6	KASHISH JAIN						
	Opening Balance	170,123	0.48	31/03/2018		170,123	0.48
				29/03/2019	15,486	185,609	0.52
	Closing Balance			30/03/2019		185,609	0.52
7	MILIND PANKAJ PATEL						
	Opening Balance	-	0.00	31/03/2018		-	0.00
				22/02/2019	13,407	13,407	0.04
				08/03/2019	26,952	40,359	0.11
				15/03/2019	110,741	151,100	0.43
				29/03/2019	(10,000)	141,100	0.40
	Closing Balance			30/03/2019		141,100	0.40

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year (April 1, 2018)		Date	Cumulative Shareholding during the year (March 31, 2019)		
		No. of Shares	% of total shares		Increase/ (Decrease) in share holding	No. of Shares	% of total shares
8	SANJAY SAHEBRAO KATKAR						
	Opening Balance	130,000	0.37	31/03/2018		130,000	0.37
				04/05/2018	2,000	132,000	0.37
				11/05/2018	15,000	147,000	0.41
				18/05/2018	13,000	160,000	0.45
				08/06/2018	20,000	180,000	0.51
	Closing Balance			30/03/2019		180,000	0.51
9	PAI ROHAN VINAY						
	Opening Balance	83,000	0.23	31/03/2018		83,000	0.23
				13/04/2018	26,018	109,018	0.31
				20/04/2018	6,120	115,138	0.32
				27/04/2018	14,862	130,000	0.37
				04/05/2018	5,875	135,875	0.38
				11/05/2018	7,125	143,000	0.40
				18/05/2018	7,000	150,000	0.42
	Closing Balance			30/03/2019		150,000	0.42
10	VIPUL K SHAH						
	Opening Balance	37,500	0.11	31/03/2018		37,500	0.11
				06/04/2018	35,588	73,088	0.21
				13/04/2018	4,000	77,088	0.22
				27/04/2018	8,912	86,000	0.24
				25/05/2018	(6,000)	80,000	0.23
				01/06/2018	(240)	79,760	0.22
				15/06/2018	(104)	79,656	0.22
				27/07/2018	(1,000)	78,656	0.22
				31/08/2018	6,164	84,820	0.24
				07/09/2018	10,000	94,820	0.27
				05/10/2018	(820)	94,000	0.26
				09/11/2018	4,973	98,973	0.28
				16/11/2018	6,547	105,520	0.30
				28/12/2018	(1,520)	104,000	0.29
				04/01/2019	9,500	113,500	0.32
				11/01/2019	1,000	114,500	0.32
	Closing Balance			30/03/2019		114,500	0.32

v. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of the Directors / Key Managerial Personnel	Date	Changes in the shareholdings (-) denotes sale	Shareholding at the beginning/ending of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of the Company
1	Mr. Hung-Yi Kao ^(a)	04/08/2018	-	-	-	-	-
		31/03/2019	-	-	-	-	-
2	Mr. Tushar Sighat	01/04/2018	-	16,427	0.05	-	-
		31/03/2019	-	-	-	16,427	0.05
3	Ms. Anny Wei ^(b)	01/04/2018	-	-	-	-	-
		31/03/2019	-	-	-	-	-
4	Mr. Rajaram Aijaonkar	01/04/2018	-	-	-	-	-
		31/03/2019	-	-	-	-	-
5	Mr. Satish Godbole ¹	01/04/2018	-	50	0	-	-
		31/03/2019	-	-	-	50	0
6	Mr. Mukesh Lulla	01/04/2018	-	2,618,773	7.38	-	-
		31/03/2019	111,227	-	-	2,730,000	7.69
7	Ms. Madhu Gadodia	01/04/2018	-	-	-	-	-
		31/03/2019	-	-	-	-	-
8	Mr. C. M. Gaonkar ²	01/04/2018	-	81,881	0.25	-	-
		31/03/2019	(2,000)	-	-	79,881	0.25
9	Mr. Shrinivas Adikesar	01/04/2018	-	500	0	-	-
		31/03/2019	-	-	-	500	0

(a) Mr. Hung-Yi Kao was appointed as Director w.e.f. August 4, 2018

(b) Ms. Anny Wei has ceased to be Director w.e.f. August 3, 2018

1. 25 shares are held in joint shareholding with relative.

2. 9,487 shares are jointly held with the relative.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits*	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	Nil	-	-	Nil
Change in Indebtedness during the financial year				
Reduction	Nil	-	-	Nil
Indebtedness at the end of the financial year				
Principal Amount	Nil	-	-	Nil
Total	Nil	-	-	Nil

* Working Capital Cash Credit Facilities from Banks on Cash Credit accounts, secured by hypothecation of stocks and book debts.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (₹)
		Tushar Sighat		
1	Gross salary	23,978,400		23,978,400
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23,978,400		23,978,400
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission	-		-
5	Others, please specify	-		-
	Total (A)	23,978,400		23,978,400
	Ceiling as per the Act	(₹ 24,000,000) 5% of Net profit of the Company.		

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (₹)
		Mr. Hung-Yi Kao ^(a)	Anny Wei ^(b)	Mukesh Lulla	Rajaram A	Satish G	Madhu Gadodia	
1	Fee for attending board committee meetings	Nil	Nil	325,000	700,000	700,000	600,000	2,325,000
	Commission			-	-	-	-	-
	Others			-	-	-	-	-
	Total	Nil	Nil	325,000	700,000	700,000	600,000	2,325,000
	Total Managerial Remuneration							26,325,000
	Overall Ceiling as per the Act	N.A.						

(a) Mr. Hung-Yi Kao was appointed as Director w.e.f. August 4, 2018

(b) Ms. Anny Wei has ceased to be Director w.e.f. August 3, 2018

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total (₹)
		Shrinivas Adikesar Company Secretary	C.M. Gaonkar CFO	
1	Gross salary	1,746,227	4,503,915	6,250,142
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,746,227	4,503,915	6,250,142
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others, please specify	-	-	-
	Total	1,746,227	4,503,915	6,250,142

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

 There were no Penalties/Punishment/Compounding of Offences during the year ended 31st March, 2019.

For and on behalf of the Board of Directors

 Mumbai, Dated: 25th May, 2019

 Tushar Sighat
 Managing Director & CEO

 Satish Godbole
 Director

Managerial Remuneration

Part A

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 2018-19 is as below;

Sr. No.	Name of the Director	Ratio of remuneration of Director to the median remuneration
1	Mr. Hung-Yi, Kao ^(a)	0:1
2	Ms. Anny Wei ^(b)	0:1
3	Mr. Tushar Sighat	55.83:1
4	Mr. Mukesh Lulla	0.76:1
5	Mr. Rajaram Ajgaonkar	1.63:1
6	Mr. Satish Godbole	1.63:1
7	Ms. Madhu Gadodia	1.4:1

(a) Mr. Hung-Yi Kao is appointed as Additional Director with effect from August 4, 2018.

(b) Ms. Anny Wei has ceased to be director with effect from August 3, 2018.

- b) the percentage increase ^ in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19;

Sr. No.	Name of the Director	Increase %
1	Mr. Tushar Sighat	Nil
2	Mr. C. M. Gaonkar	Nil
3	Mr. Shrinivas Adikesar	Nil

^ During the year under review there is no percentage increase in remuneration as compared to previous year.

- c) There is no increase in median remuneration of the employees in the financial year 2018-19.
- d) There were 279 permanent employees on the rolls of company as on March 31, 2019.
- 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;
- There is no increase in average remuneration of all employees excluding managerial persons in the financial year 2018-19 as compared to the financial year 2017-18.
- f) Affirmation that the remuneration is as per the remuneration policy of the company.
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 containing names of top ten employees in terms of remuneration drawn and 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.

Form AOC-1

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

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

Part "A": Subsidiaries

Sl. No.	Particulars	Details
1	Name of the subsidiary Company	TEAMF1 NETWORKS PRIVATE LIMITED
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April, 2018 to 31 st March, 2019
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees in lakhs
4	Share capital	1.05
5	Reserves & surplus	1,173.12
6	Total assets	1,297.79
7	Total Liabilities	123.62
8	Investments	-
9	Turnover	1,639.77
10	Profit before taxation	397.99
11	Provision for taxation	108.60
12	Profit after taxation	294.96
13	Proposed Dividend	Nil
14	% of shareholding	99.99%

Notes:

- There are no other subsidiaries of the Company.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates/Joint Ventures	Details
1	Latest audited Balance Sheet Date	Not applicable
2	Shares of Associate/Joint Ventures held by the company on the year end - No. of Shares - Amount of Investment in Associates/Joint Venture - Extent of Holding %	
3	Description of how there is significant influence	Not applicable
4	Reason why the associate/joint venture is not consolidated	Not applicable
5	Networth attributable to Shareholding as per latest audited Balance Sheet	Not applicable
6	Profit/Loss for the year	Not applicable
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Note:

- 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

Satish Godbole
 Director

C. M. Gaonkar
 Chief Financial Officer

Shrinivas Adikesar
 Company Secretary

Mumbai, dated: 25th May, 2019

Form MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[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, 2019 (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, 2019 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, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not applicable to the Company during the audit period*);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*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, 2009 (*Not applicable to the Company during the audit period*); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*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 under Note No.34 to the financial statements.

Shivaram Bhat

**Practising Company Secretary
ACS No. 10454 & CP No. 7853**

Place : Panaji, Goa

Date : 25th May 2019

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.

'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.

Shivaram Bhat

**Practising Company Secretary
ACS No. 10454 & CP No. 7853**

Place : Panaji, Goa

Date : 25th May 2019

Form No. AOC-2

[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:

Sr. No.	Name(s) of the related party and 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	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Not applicable								

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

Sr. No.	Name(s) of the of related party	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 International Pte. Ltd.	Fellow Subsidiary	Purchase/ Sale of traded goods or materials	The transactions are ongoing and existing prior to commencement of the Companies Act 2013.	The proposed transactions are in the ordinary course of business and at arm's length considering that transactions are entered into as per transfer pricing arms length norms.	The transactions are entered in the ordinary course of business and are at arms length basis. The same are approved by the Board and Audit Committee on 25 th May, 2019.	NA

For and on behalf of the Board of Directors

Mumbai, Dated: 25th May, 2019

Tushar Sighat
Managing Director & CEO

Satish Godbole
Director

Annual Report on CSR

[Pursuant to Rules 8 & 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014.]

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company has framed the CSR policy in accordance with the provisions of Companies Act, 2013 read with schedule VII to the Companies Act, 2013 at the board meeting held on May 19, 2014.

2. The Composition of the CSR Committee

Name of the Member	Designation
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)

3. Average net profit of the company for last three financial years (₹ in Lakhs)

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Net Profit (or Loss) for the year [Before tax] for the purpose of section 135	1,810.68	2,875.64	3,319.06
Average Profit	2,668.46		

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)

CSR for FY ended 31 st March, 2019 (2% of above)	₹ 53.36 Lakhs
-------------------------------------------------------------	---------------

5. Details of CSR for the financial year

- a) Total amount to be spent for the financial year - 53.36 Lakhs.
- b) Amount unspent, if any - ₹ 193.19 lakhs (Cumulative)
- c) Manner in which the amount spent during the financial year is detailed below

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub heads 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Ramakrishna mission	Promoting Healthcare	Operational area of Corporate Office.	₹ 14.00 Lakhs	₹ 14.00 Lakhs	₹ 14.00 Lakhs	Direct
2	Society of the servants of the holy spirit	Promoting Healthcare	Operational area of Corporate Office.	₹ 14.00 Lakhs	₹ 14.00 Lakhs	₹ 14.00 Lakhs	Direct
3	Shree Multan Seva Samiti	Promoting Healthcare	Operational area of Corporate Office.	₹ 13.60 Lakhs	₹ 13.60 Lakhs	₹ 13.60 Lakhs	Direct
4	Sanmitra Mandal Goregaon	Education	Operational area of Corporate Office.	₹ 7.00 Lakhs	₹ 7.00 Lakhs	₹ 7.00 Lakhs	Direct

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub heads 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
5	Lions Club Of Bombay Willington	Flood Relief – Kerala	Operational Area of Branch	₹ 10.00 Lakhs	₹ 10.00 Lakhs	₹ 10.00 Lakhs	Indirect

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
- *The reason for not spending the quantifying CSR amount on CSR activities is given in the Directors report.*
7. A Responsibility statement of the CSR Committee
The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Tushar Sighat
Chairman CSR Committee

Satish Godbole
Member of the CSR Committee

Mumbai dated: 25th May, 2019

Management Discussion and Analysis Report 2018-19

INDUSTRY OVERVIEW

Global Economic Scenario

Global growth is expected to remain at 3 per cent in 2019 and 2020, however, the steady pace of expansion in the global economy masks an increase in downside risks that could potentially exacerbate development challenges in many parts of the world, according to the World Economic Situation and Prospects 2019. The global economy is facing a confluence of risks, which could severely disrupt economic activity and inflict significant damage on longer-term development prospects. These risks include an escalation of trade disputes, an abrupt tightening of global financial conditions, and intensifying climate risks.

In many developed countries, growth rates have risen close to their potential, while unemployment rates have dropped to historical lows. Among the developing economies, the East and South Asia regions remain on a relatively strong growth trajectory, amid robust domestic demand conditions

The economic outlook for South Asia is highly divergent across countries. There are some economies, including Bangladesh, Bhutan and India, where economic conditions are largely positive, with GDP growth projected to remain robust in the near term. Yet, given the large size of the Indian economy, in the aggregate, the regional outlook is still moderately favourable, especially in comparison to other developing regions. Regional GDP is expected to expand by 5.4 per cent in 2019 and 5.9 per cent in 2020, after an estimated expansion of 5.6 per cent in 2018. Economic growth is expected to be supported by private consumption and, in some cases, investment demand, even as monetary policy stances tighten in some economies. Despite the increase observed for inflation figures throughout 2018 due to the depreciation of domestic currencies and higher oil prices, inflation is expected to accelerate only moderately or to remain stable in most economies in the near term.

Worldwide IT spending is projected to total \$3.79 trillion in 2019, an increase of 1.1 per cent from 2018, according to the latest forecast by Gartner, Inc.

Spending on IT around the world is growing at expected levels and is in line with expected global economic growth. Through the remainder of 2019, the U.S. dollar is expected to trend stronger, while enduring tremendous volatility due to uncertain economic and political environments and trade wars.

The shift of enterprise IT spending from traditional (non-cloud) offerings to new, cloud-based alternatives is continuing to drive growth in the enterprise software market.

The largest cloud shift has so far occurred in application software. However, expected growth for the infrastructure software segment in the near-term, particularly in integration platform as a service (iPaaS) and application platform as a service (aPaaS).

Disruptive emerging technologies, such as artificial intelligence (AI), will reshape business models as well as the economics of public- and private-sector enterprises. However, there are a lot of dynamic changes happening in regards to which segments will be driving growth in the future. Spending is moving from saturated segments such as mobile phones, PCs and on-premises data center infrastructure to cloud services and Internet of Things (IoT) devices. IoT devices, in particular, are starting to pick up the slack from devices.

Worldwide spending for devices-PCs, tablets and mobile phones-is forecast to grow 2.4 per cent in 2019, reaching \$706 billion, up from \$689 billion in 2018.

The device market continues to see dual dynamics. Some users are holding back from buying, and those that are buying are doing so, on average, at higher price points, according to Gartner Report. As a result, end-user spending will increase faster than units through 2022. However, total end-user spending and unit shipments are expected to be lower compared with previous forecasts, as demand for ultramobile premium devices, ultramobile utility devices and basic phones is expected to be slow.

Worldwide spending on the Internet of Things (IoT) is forecast to reach \$745 billion in 2019, an increase of 15.4% over the \$646 billion spent in 2018, according to IDC report. IDC expects worldwide IoT spending will maintain a double-digit annual growth rate throughout the 2017-2022 forecast period and surpass the \$1 trillion mark in 2022.

INDUSTRY OUTLOOK IN INDIA

South Asia holds on to its top spot as the world's fastest growing region, with growth set to step up to 7.0 per cent in 2019, then 7.1 per cent in 2020 and 2021.

The outlook is positive for India, one of the fastest-growing economies. Fostering private investment and careful management of public finances could help the economy go a long way.

As per the International Monetary Fund (IMF) report, India will be the fastest growing major economy in 2019, with a growth rate of 7.4 per cent that rises to 7.8 per cent in 2020 with medium-term prospects remaining positive. The IMF's Asia and Pacific Regional Economic Outlook reported that India was recovering from the effects of demonetisation and the introduction of the Goods and Services Tax and the recovery is expected to be underpinned by a rebound from transit.

India's IT industry is increasingly focusing on digital opportunities as digital is poised to be a major segment in the next few years. It is also currently the fastest growing segment, growing at over 30 per cent annually.

As per National Association of Software and Services Companies (NASSCOM), the Indian IT Industry is expected to

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add USD 14-16 billion in revenue in CY2019 with Domestic Technology adoption to continue with double digit growth. Digital technologies are increasingly becoming all pervasive and are not only blurring the boundaries between business units (technology, finance, marketing, etc.) but also between companies, so that now it is no longer tech and non-tech companies.

The future of the industry will lie in 'Digital at Scale' as global digital spend is expected to increase from USD 180 Bn in 2017 to USD 310 Bn in 2020 growing over 20% YoY, as per Everest Research.

The Indian economy is likely to sustain the rebound in current fiscal and growth is projected to be in the 7.2 percent to 7.5 percent range and is estimated to remain upward of 7 percent for the year ahead. These projections could be attributed to the sustained rise in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development. The improving macroeconomic fundamentals have further been supported by the implementation of reform measures, which has helped foster an environment to boost investments and ease banking sector concerns.

According to IDC's latest Asia/Pacific Quarterly Ethernet Switch Tracker, the Q4 2018 Ethernet Switch market in India stood at USD 148.1 million (by vendor revenue) registering strong YoY growth of 24.2%. Significant uptake of ADC and Layer 3 categories drove the YoY growth, while Layer 2 category saw a marginal YoY decline in Q4 2018. Increased spending from Professional services, Government and telecommunications organizations drove the growth for switching in Q4 2018.

India Router market in Q4 2018 stood at USD 141.5 million (by vendor revenue) with a sharp YoY growth of 43.4%. The growth was primarily driven by the enterprise segment due to a large multimillion-dollar deal from the government. The router market witnessed strong YoY growth in the service provider segment due to network upgrades and 4G VoLTE expansion investments from telecommunications.

The WLAN market in India stood at USD 57.0 million (by Vendor Revenue) in Q4 2018 with a sharp YoY growth of 38.5%. While all the segments i.e., consumer, enterprise and service provider witnessed YoY growth, enterprise segment stood out as the key contributor for the incremental growth in Q4 2018. Increased spending from professional services organizations triggered the growth in Enterprise segment in Q4 2018.

Increased uptake of Hybrid Cloud, multi-Cloud, mobility and IoT, etc are demanding more networking resources and making day-to-day network operations complex.

Organisations are opting for next-generation networking solutions to address automation and orchestration needs arising due to complex network environments as per IDC report. All the three

segments of the networking market are expected to grow in single digits in terms of compound annual growth rate (CAGR) for 2018-23.

With strong parental support from D-Link Taiwan, in terms of a pipeline of the latest and innovative products, D-Link India is ideally placed to take advantage of the impending boom in networking and internet products. The growing IT spending and increasing government initiatives would fuel the growth of the India enterprise networking market over the coming quarters. Industry players are continuously expanding and innovating their product portfolio to adapt to technological changes and cater to growing consumer needs. The Indian market has witnessed an increasing demand for dual band Wi-Fi, sleek design, 3G/4G connectivity and smart routers.

The internet industry in India is likely to double to reach USD250 billion by 2020, growing to 7.5 per cent of gross domestic product (GDP). The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by NASSCOM.

The Indian IT and Business Process Management (BPM) industry is expected to grow to USD 350 billion by 2025 and BPM is expected to account for USD 50-55 billion out of the total revenue. E-commerce market in India is set to grow at 30 per cent annually to hit USD 200 billion gross merchandise value by 2026. Indian technology companies expect India's digital economy to have the potential to reach USD4 trillion by 2022, as against the Government of India's estimate of USD 1 trillion.

The public cloud services market in India is slated to grow 35.9 per cent to reach USD 1.3 billion according to IT consultancy, Gartner. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology market is valued at USD 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach USD700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach USD 102 billion by 2020.

OPPORTUNITIES AND THREATS

India is the world's fastest growing major economy with a projected growth rate of 7.8% in 2019. The outlook for medium term remains positive as well, according to a recent IMF report. Several initiatives being taken by the government like - laying down of the National Optical Fibre network, the Digital India program, Smart City initiative, focus on broadband penetration into tier II and tier III cities as well as rural India etc. have all led to rapid growth in the size of the IT market. All these along with the focus on cashless transactions, e-commerce boom, and Internet of Things (IoT) have created tremendous opportunities for the networking

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segment. 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.

The revenue of India's IT industry reached USD167 billion and exports stood at USD126 billion in 2017-18. The Business Process Outsourcing (BPO) segment accounted for 21.20 per cent of the total IT exports during FY18. India's IT-BPM sector is expected to expand to USD350 billion by 2025 and BPM is expected to account for USD50-55 billion out of the total revenue. Export revenue from digital segment forms about 20 per cent of the industry's total export revenue.

D-Link (India) Limited is a principal player in the SOHO and SMB segment, closely aligned with System Integrators. In parallel, the company also targets other key verticals, including Government, Education, BFSI and Manufacturing, among others.

In the last five years, India's Routers and Ethernet Switches market has registered significant growth. Routers can be categorized as wired and wireless, wherein wireless dominates both in revenue and volume terms. India being one of the potential markets for routers is increasingly witnessing growth in demand for wireless routers. Ethernet switches can be segmented as managed and un-managed switches. Presently, the managed switch segment accounts for dominant market revenue share; increasing amount of data traffic over the network coupled with increasing bandwidth requirements in the enterprise segment are driving the market for managed switches.

India's routers and switches market is buoyed by several factors – predominantly, the adoption of 3rd platform solutions such as cloud, mobility, big data and social business, internet-enabled devices, Bring Your Own Device (BYOD), and growing number of SMEs in the country. Apart from this, India's rising internet penetration along with growing IT spending spurred the market for routers and switches in the country. India's internet penetration is poised to reach 40% - 45%, and IT spending to touch USD 116 billion by 2022.

The Indian surveillance market is witnessing immense growth from sectors such as city surveillance, hospitality, airport security, BFSI, retail, BPO, manufacturing, college campuses, infrastructure companies and education. The government, in general, is the biggest segment in terms of volume demand. D-Link India enjoys significant competitive advantage with products and capabilities to provide solutions spanning the entire networking infrastructure.

Increasing penetration of Internet in India with the rapid expansion of broadband spectrum availability is enabling businesses to look at Tier II/Tier III cities not only for addressing newer markets but also for IT companies to look for delivery centres in these places. As a result, IT and network infrastructure services and associated value-added services would be a growth area.

OPERATIONAL REVIEW

D-Link continues to hold significant market share in consumer wireless and switching segments. D-Link unmanaged & smart managed switches are one of the most preferred amongst SMBs. Most of the other categories in which we operate have also shown an upward growth. Further, D-Link India continued with its dominance in structured cabling segment has displayed respectable growth in revenues. D-Link unified wireless networking solutions enable small and medium sized businesses to create highly mobile and productive work environments at a low total cost of ownership. D-Link's entry into the Analog Security CCTV market place was a major stepping stone which has garnered good growth and the company remains highly optimistic about this product segment in the coming years.

D-Link believes that in order to stay on top, it must continue to innovate. Remaining not just relevant, but being the preferred brand on the cutting edge of Internet technology is no easy task, and D-Link knows what it must do to retain that position. D-Link is focused on providing world-class customer service and has worked towards enhancing its existing support infrastructure pan-India. Today, there are 11 D-Link Direct Service Centers, 45 Partner Service Centers and 207 Courier Collection points across the country. With this, D-Link India has coverage for 140 Locations with 263 Service Points for Customer Support thereby ensuring the complete customer peace of mind. Further, customers can also interact with the technical experts present at the centers and have a hands-on product experience with live demos. We are proud to say that our TCE (Total Customer Experience) Score has consistently been above 94%.

The Company expects average growth with strong parental support in terms of pipeline of the latest and innovative products as well as working capital cycle management. The pan-India distribution network of over 13 branch offices, more than 100 business distributors (National/Regional/Business Distributors all across India + in the SAARC), 500 dealers and 5000 re-sellers allows it to reach every nook and corner of India.

In the consumer space, D-Link India continued to lead with innovation. Some of our introductions during the year like COVR - whole home mesh Wi-Fi system, Home security camera, range of AC routers, IoT products etc. were widely accepted by consumers. Further government initiatives like Digital India and Smart City has also opened new avenues. As one of the leading brands enabling connectivity solutions, D-Link is working with partner/ system integrators at various levels with both active & passive networking solutions on Smart City projects.

The Digital India campaign has specifically led to a boost in the Information and communications technology (ICT) segment, as the government is working towards laying the foundation for a strong IT infrastructure that can efficiently support its vision of a digitized economy. Infrastructure projects led by the government,

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such as hotspots in popular tourist areas, railway stations, expressways and city surveillance have resulted in significant business opportunities in the Wireless & Surveillance domain. We at D-Link, are thrilled at the plethora of opportunities being presented and are all set to support the present government's endeavor of building Digital India.

2018 saw D-Link redefine its Enterprise marketing strategy. Key appointments at leadership positions, introduction of new products & solution for SMB/Large enterprises, a pan-India system integrator program and renewed focus on enterprise support were some of the drivers of D-Link's Enterprise business. Going forward, D-Link is determined to enhance its position as a premium networking brand amongst SMB & Enterprises.

Product & Solutions:

Network Switching:

D-Link offers a complete range of switching solutions including Chassis, L3/L2 Managed, Web-Smart and Un-Managed switches. These find use in bandwidth-intensive applications like streaming video, VoIP and high-end multimedia. There is increased demand for gigabit switches from large enterprises and service providers. Verticals like government, retail, manufacturing, services, financial, education, healthcare and telecom 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.

For over 30 years, D-Link has been creating complete, end-to-end networking solutions that just work, and more. D-Link's switching, wireless, security, surveillance and management solutions deliver best-in-class performance. We offer standardized technology with industry-leading functionality integrated into highly flexible, reliable and secure solutions. 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. D-Link offers a range of managed switch products including Layer 3 and Layer 2+ technologies ready for next-generation IP networks

D-Link's comprehensive selection of switches includes 10 Gigabit, Fast Ethernet and PoE models that range from entry-level devices to fully-managed and more sophisticated solutions. Products under this category include Unmanaged, Smart, Managed, xStack, Chassis and Unified Wireless.

Industrial Switching:

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 and rack mount that provide users with the best fit solutions for their needs. D-Link Industrial switches are designed to operate in extreme weather, resist shock/vibration, and are surge rated,

thereby offering high redundancy and 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 is 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 protections relative to commercial switches, these switches are reliable in a huge variety of field applications.

Wireless:

D-Link continues to play a pioneering and driving role in the cost-effective convergence of wired and wireless networking. The Company enjoys a leadership position in unit terms in the WLAN category. Its product portfolio includes Business-class Access Points, Unified Switching Solutions, and Long Distance Wireless. Further, in the consumer space, the boom in the smartphone segment enabled us to position our complementary product lines like next-generation 11AC standard products effectively. D-Link introduced new series of access points titled 'Smart Wireless Solution' to support wireless video surveillance, wireless video/data transmission and wireless backhaul network construction. The solution is designed for both, SMB and large enterprise segment. It enables users to share internet connection between two or more locations and share files and other types of data across the network efficiently.

All D-Link Wireless AC routers support dual-band wireless, operating on both the 2.4 GHz and the 5 GHz wireless bands. This allows you to browse the web, chat and e-mail using the 2.4 GHz band on your smartphone and computer, while simultaneously streaming stream HD. D-Link offers unified wireless networking solutions that enable small and medium-sized businesses to create highly mobile, highly productive work environments at a low total cost of ownership.

With products that provide excellent value across a wide range of scenarios, D-Link wireless networks are scalable, easy to deploy and manage - delivering reliable, secure connectivity, in a self-healing solution. D-Link's free web-based Wi-Fi network management software - Central WiFi Manager - allows setup, management and control of an entire network from one central location from any Internet-connected device.

Structured Cabling:

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

Management Discussion and Analysis Report

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

Surveillance Solutions:

D-Link surveillance products are in demand with wide acceptance in various industry verticals. The focus is on all three segments separately - Consumer, SMB/SME and 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 video footage. 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's surveillance solutions boast of the highest degree of scalability and can easily adapt to the existing IP infrastructure. 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 the CCTV segment. D-Link's 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 resolutions starting from 1 MP and going up to 5 MP, D-Link Analog HD cameras are well suited for both indoor and outdoor applications. They possess amazing clarity, sturdy looks, superlative quality, and most importantly they are backed by D-Link's excellent support infrastructure.

Introduction of IOT Range:

D-Link had introduced the Connect Home series - its IoT range of products that enables homes to be interconnected to information, and be smart-enabled in an integrated services environment. These products help make Smart Home a reality:

- Smart Plug - Control your devices and appliances from anywhere.
- Audio Extender - A portable device that allows streaming of music from any smartphone or tablet connected on network, to any speaker or sound system in the vicinity.
- Wireless Sensors - Always know when something's moving at home.
- Home Surveillance Cameras - The simplest way to keep an eye on your home, kids, pets, or business.

Financial Performance

The revenue for the current year is ₹69,963.39 lakhs as compared to ₹62,622.72 lakhs in the previous year. Revenue from operations of your Company has increased by about 11.72% over the previous year.

Profit before Tax and Depreciation for the year under review is ₹4,265.97 as against ₹1,575.41 lakhs in the previous year.

Profit after Tax during FY 2018-19 stood at ₹2,354.48 Lakhs as against ₹1,119.21 lakhs in the previous year.

Human Resource Development

The Company believes that it is the quality and dynamism of its human resources that enables it to make a significant contribution to enhancing stakeholder value.

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 with strong support from its 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. 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.

Management Discussion and Analysis Report

D-Link's differentiation strategy incorporating its unique business approach has led to its emerging as a leader in the rapidly dynamic IT industry. The Company has deep domain knowledge, skilled workforce, delivery capabilities and an efficient salesforce to help retain its competitive positioning amongst peers.

Currency risks

The Company's functional currency is the Indian Rupee. 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. Management predicts that the global financial position will continue to remain volatile. This trend is expected to continue during the year too. 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.

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 are 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

Managing Director & CEO

Mumbai dated: 25th May, 2019

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 believes 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 31st March, 2019. 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 ^(a)	Non-Executive Director & 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
Ms. Anny Wei ^(b)	Non Executive Director

(a) Mr. Hung-Yi Kao was appointed as Director w.e.f 4th August 2018

(b) Ms. Anny Wei has ceased to be director w.e.f. 3rd August 2018

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. The details are given as below:

Type of Skill, Expertise & Competences	Whether required in context of business	Whether the skill, expertise available with Board
Financial Expertise	✓	✓
Technical Expertise	✓	✓
Marketing Expertise	✓	✓
Business & Compliance	✓	✓
Information Technology	✓	✓

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 ^(a)	5	Nil	Present
Mr. Tushar Sighat	5	5	Present
Ms. Anny Wei ^(b)	5	Nil	NA
Mr. Rajaram Ajgaonkar	5	5	Present
Mr. Satish Godbole	5	5	Present
Mr. Mukesh Lulla	5	5	Present
Ms. Madhu Gadodia	5	4	Present

(a) Mr. Hung-Yi Kao is appointed as Director w.e.f 4th August 2018

(b) Ms. Anny Wei has ceased to be director w.e.f. 3rd August 2018

2.3 Number of other Directorship and Chairmanship/ Membership of Committees of each Director in other Companies and shareholding as at 31st March, 2019:

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 ^(a)	NA	NA	NA
Mr. Tushar Sighat	NA	NA	NA
Ms. Anny Wei ^(b)	NA	NA	NA
Mr. Rajaram Ajgaonkar	Nil	Nil	Nil
Mr. Satish Godbole	Nil	Nil	Nil
Mr. Mukesh Lulla	Nil	Nil	Nil
Ms. Madhu Gadodia	Nil	Nil	Nil

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

Report on Corporate Governance

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

(a) Mr. Hung-Yi Kao was appointed as Director w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director w.e.f. 3rd August 2018

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

The gap between two Board Meetings held during the financial year did not exceed one hundred and twenty days. Five Board Meetings were held during the Financial Year 2018-19 on the following dates:

29 th May, 2018	3 rd Aug, 2018	10 th Aug, 2018	2 nd Nov, 2018	12 th Feb, 2019
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During the year, one meeting of the Independent Directors was held on 16th March, 2019. 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 and 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	2,730,000
Mr. Satish Godbole	50

2.7 Details of Familiarization 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. All Independent Directors are familiarized with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance by way of presenting specific performance measurement in each of segment of the Company's products from time to time.

The details of familiarisation programme has been displayed on website at <http://www.dlink.co.in/pdf/Independent%20Directors%20Familiarisation%20Program.pdf>

3. Audit Committee:

3.1 Composition:

The Board has constituted an 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 ^(a)	Member (Non-Independent Director)
Ms. Madhu Gadodia	Member (Independent Director)
Ms. Anny Wei ^(b)	Member (Non-Independent Director)

(a) Mr. Hung-Yi Kao was appointed as Director w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director w.e.f. 3rd August 2018

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 29th May, 2018, 10th August, 2018, 2nd November, 2018 and 12th February, 2019 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 ^(a)	4	NIL
Ms. Madhu Gadodia	4	3
Ms. Anny Wei ^(b)	4	NIL

(a) Mr. Hung-Yi Kao is appointed as Director w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director w.e.f. 3rd August 2018

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 3rd August, 2018.

Report on Corporate Governance

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

Report on Corporate Governance

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 ^(a)	Member (Non-Independent Director)
Ms. Madhu Gadodia	Member (Independent Director)
Ms. Anny Wei ^(a)	Member (Non-Independent Director)

(a) Mr. Hung-Yi Kao was appointed as Director, w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director, w.e.f. 3rd August 2018

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 four Nomination and Remuneration Committee meetings on 29th May, 2018, 3rd August, 2018, 2nd November, 2018 and 12th February, 2019. The attendance of each member at these Committee Meetings is given below;

Name of the Director	Meetings held	Meetings attended
Mr. Satish Godbole	4	4
Mr. Rajaram Ajgaonkar	4	4
Mr. Hung-Yi Kao ^(a)	4	Nil
Ms. Madhu Gadodia	4	4
Ms. Anny Wei ^(b)	4	Nil

(a) Mr. Hung-Yi Kao is appointed as Director, w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director, w.e.f. 3rd August 2018

4.4 Performance Evaluation criteria for Independent Directors:

Pursuant to Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out a performance evaluation of the Individual Directors, based on a questionnaire prepared in conformity with the Board Evaluation Policy formulated by Nomination and Remuneration Committee and adopted by the Board.

Based on the feedback received from all the Directors, the Board was of the opinion that the individual performance of the Independent Directors was effective for the financial year 2018-19.

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 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;

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Name of the Non-Executive Director	Dividend paid during the year 2018 -19 (Amt in ₹)
Mr. Mukesh Lulla	1,314,386/-
Mr. Satish Godbole	25/-

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 and other board committees.

• Salient features of terms of appointment of Executive Directors;

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. f) in the event of absence or inadequacy of profits in any financial year, the remuneration as set out above shall be paid to the Managing Director & CEO as minimum remuneration during the continuance of the tenure of the Managing Director & CEO. g) the terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit.
Terms of appointment	Appointed as Managing Director from 2 nd November, 2017.
Notice Period	Three months' notice in advance by either party.
Severance fees	Three months' salary in lieu of notice.

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 ^(a)	Nil
Mr. Rajaram Ajgaonkar	₹ 700,000/-
Mr. Satish Godbole	₹ 700,000/-
Mr. Mukesh Lulla	₹ 325,000/-
Ms. Madhu Gadodia	₹ 600,000/-
Ms. Anny Wei ^(b)	Nil

(a) Mr. Hung-Yi Kao was appointed as Director, w.e.f. 4th August 2018

(b) Ms. Anny Wei has ceased to be director, w.e.f. 3rd August 2018

5.3 Disclosures with respect to remuneration:

• Executive Director:

Executive Director	Remuneration
Mr. Tushar Sighat	₹ 23,978,400/-

Note:- Remuneration to executive directors includes basic salary, performance bonus, allowances etc.

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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 (<i>Independent Director</i>)
Mr. Rajaram Ajaonkar	Member (<i>Independent Director</i>)
Mr. Tushar Sighat	Member (<i>Executive Director</i>)
Ms. Madhu Gadodia	Member (<i>Independent Director</i>)

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

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

- 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- 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.
- 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.

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

- 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- 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.

- 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, no meeting of the Stakeholders' Relationship Committee was held.

During the year, the Company had received 59 complaints from the shareholders and the same were attended and resolved to the satisfaction of the shareholders. As on 31st March, 2019, no investor grievance has remained unattended.

The Chairman of the Committee Mr. Satish Godbole was present at the previous Annual General Meeting held on 3rd August, 2018.

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 (<i>Executive Director</i>)
Mr. Rajaram Ajaonkar	Member (<i>Independent Director</i>)
Mr. Satish Godbole	Member (<i>Independent Director</i>)
Ms. Madhu Gadodia	Member (<i>Independent Director</i>)
Mr. Mukesh Lulla	Member (<i>Non-Executive Director</i>)

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 Three CSR Committee meetings on 29th May, 2018, 2nd November, 2018 and 12th February, 2019. 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 Ajaonkar	3	3
Mr. Satish Godbole	3	3
Ms. Madhu Gadodia	3	3

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8. General Body Meetings:

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

Date	Time	Location
3 rd August, 2018	11.00 a.m	Kesarval Gardens,
1 st September, 2017	11.00 a.m.	Verna, Salcette,
26 th August, 2016	05.00 p.m.	Goa - 403722

8.2 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
2017-18	3 rd August, 2018	Appointment and Payment of Remuneration to Managing Director & CEO
2016-17	1 st September, 2017	Payment of Remuneration to Executive Director & CEO
2015-16	26 th August, 2016	Nil

8.3 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.

None of the resolutions proposed for the ensuing Annual General Meeting is required to be passed by Postal Ballot.

9. Means of Communication:

Particulars	
- Quarterly Results	- Published in Newspapers
- Newspapers wherein results normally published	- In English : The Financial Express, The Navhind Times - In Marathi: Pudhari
- Any website, where displayed	www.dlink.co.in
- Whether it also displays Official News releases	None
- The presentations made to Institutional Investors or to the Analysts	None

10. General Shareholder Information:

10.1 Annual General Meeting:

Date : Friday, 2nd August, 2019
 Time : 11.00 a.m.
 Venue : The Fern Kesarval,
 Cortalim, Verna, Salcette,
 Goa - 403722.

10.2 Financial Year 2019-20:

For the year ending 31st March, 2020, the results will be announced as per the tentative schedules below:

Particulars	Date
First Quarter Results	On or before 14 th August, 2019
Second Quarter Results	On or before 14 th November, 2019
Third Quarter Results	On or before 14 th February, 2020
Audited Annual Results	On or before 30 th May, 2020

10.3 Dates of Book Closure:

The Register of Members and the Share Transfer Register will remain closed from 13th July, 2019 to 19th July, 2019 (both days inclusive).

10.4 Dividend Payment Date:

The Dividend will be paid to all shareholders on or after 7th August, 2019.

10.5 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.

10.6 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

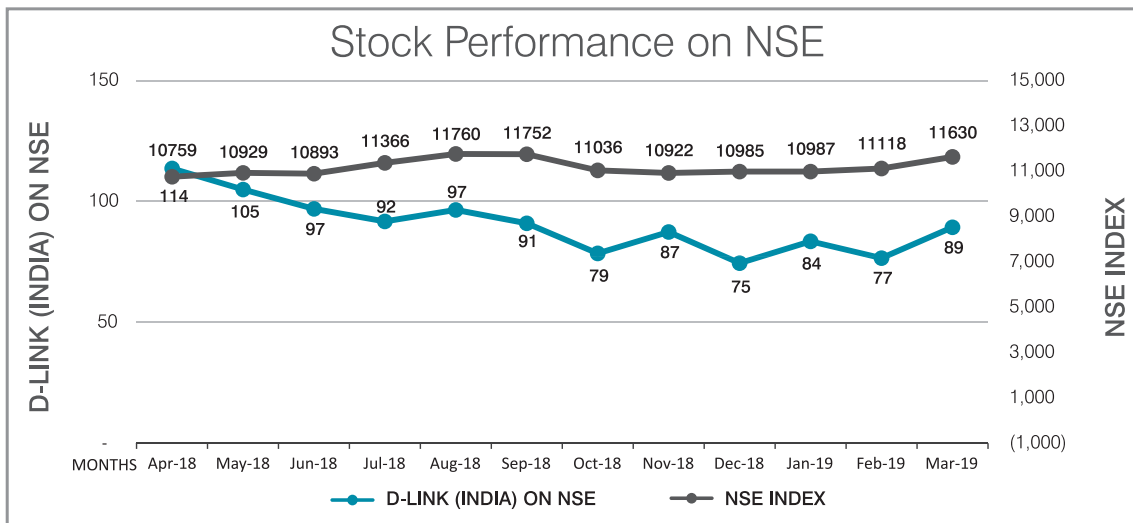
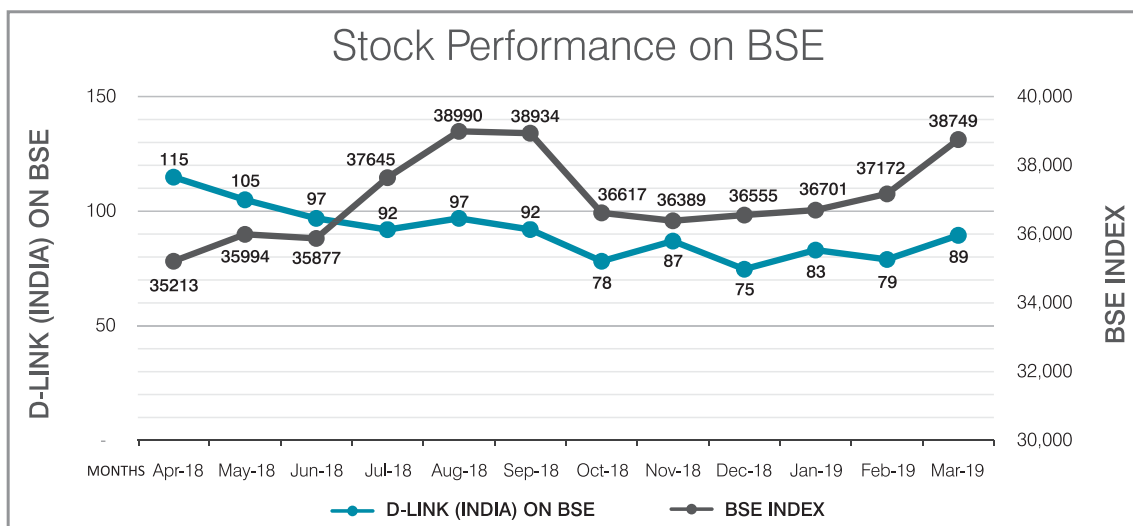
Corporate Identity Number (CIN):

L72900GA2008PLC005775

10.7 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	D-LINK (INDIA) on BSE		BSE Sensex		D-LINK (INDIA) on NSE		NSE Index Nifty 50	
	High	Low	High	Low	High	Low	High	Low
	(₹)	(₹)			(₹)	(₹)		
Apr-18	115	81	35,213	32,973	114	81	10,759	10,111
May-18	105	88	35,994	34,303	105	89	10,929	10,418
Jun-18	97	81	35,877	34,785	97	82	10,893	10,551
Jul-18	92	79	37,645	35,107	92	78	11,366	10,605
Aug-18	97	84	38,990	37,129	97	85	11,760	11,235
Sep-18	92	72	38,934	35,986	91	71	11,752	10,850
Oct-18	78	62	36,617	33,292	79	63	11,036	10,005
Nov-18	87	70	36,389	34,303	87	74	10,922	10,342
Dec-18	75	66	36,555	34,426	75	67	10,985	10,334
Jan-19	83	71	36,701	35,376	84	70	10,987	10,584
Feb-19	79	69	37,172	35,287	77	69	11,118	10,586
Mar-19	89	73	38,749	35,927	89	72	11,630	10,817



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10.8 In case the securities are suspended from trading, the directors report shall explain the reason thereof:

The equity shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited.

10.9 Registrar and Share Transfer Agent:

Karvy Fintech Private Limited
 Unit : D-Link (India) Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli Financial District, Nanakramguda,
 Serilingampally, Hyderabad - 500 032
 Toll Free No.: 1800-3454-001
 Board No: 040 67162222
 Fax No.: 040-23001153

10.10 Share Transfer System:

Trading in equity shares of the Company is permitted only in dematerialized form.

Shares sent for transfer in physical form if any are returned within stipulated period of receipt of the documents, provided all documents are valid and complete in all respects.

10.11 Distribution of Shareholding:

Distribution of Shareholding as on 31st March, 2019

Sr. No.	Category (Shares)	No. of Holders*	% to Holders	No. of Shares	% to Shares
1	1 - 500	23,065	87.54	2,904,692	8.18
2	501 - 1000	1,719	6.52	1,414,161	3.98
3	1001 - 2000	740	2.81	1,136,684	3.20
4	2001 - 3000	291	1.10	743,648	2.09
5	3001 - 4000	120	0.46	431,540	1.22
6	4001 - 5000	94	0.36	445,992	1.26
7	5001 - 10000	179	0.68	1,324,387	3.73
8	10001 and above	140	0.53	27,103,746	76.34
	TOTAL:	26,348	100	35,504,850	100

Sl. No.	Description	Cases*	Shares	% Equity
1	Promoters	1	18,114,663	51.02
2	Resident Individuals	24,733	12,191,198	34.35
3	Directors	5	2,750,477	7.75
4	Bodies Corporates	338	905,031	2.55
5	Mutual Funds	1	242,985	0.68
6	Foreign Portfolio Investors	1	47,408	0.13
7	H U F	645	616,678	1.74
8	Non-Resident Indians	538	423,027	1.19
9	Clearing Members	39	47,730	0.13
10	Employees	38	78,481	0.22
11	Indian Financial Institutions	1	10,044	0.03
12	Banks/NBFC	5	36,385	0.10
13	Trusts	2	1,200	0.00
14	IEPF	1	39,543	0.11
	TOTAL:	26,348	35,504,850	100.00

*Not Consolidated based on PAN

10.12 Dematerialization of Shares and Liquidity:

The total number of shares held in dematerialized form as on 31st March, 2019 is 35,485,590 equity shares representing 99.95% of the total number of shares of the Company.

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

10.14 Commodity price risk or foreign exchange risk and hedging activities:

Please refer Management Discussion Analysis Report for the same.

10.15 Plant Locations: NOT APPLICABLE

10.16 Address for Correspondence:

Shareholders Correspondence should be addressed to:

<p>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</p>	<p>Registrars & Share Transfer Agents: Karvy Fintech Private Limited Unit: D-Link (India) Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Toll Free No.: 1800-3454-001 Board No: 040 67162222 Fax No. 040-23001153 Email: einward.ris@karvy.com</p>
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11. Other Disclosures:

11.1 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 38 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.

11.2 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

11.3 Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has 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 19th May, 2014 (amended on 30th May, 2016), which is effective from 1st April, 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.

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11.4 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.

11.5 The policy determining 'material' subsidiaries of the Company is disclosed at; <http://www.dlink.co.in/pdf/Material%20Subsidiary%20Policy.pdf>.

11.6 The policy on dealing with related party transactions is disclosed at; <http://www.dlink.co.in/pdf/RELATED%20PARTY%20POLICY.pdf>

11.7 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 31st March, 2019.

11.8 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 31st March, 2019:

11.9 Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors are disclosed in note 27 to the consolidated financial statement;

11.10 During the year under review, the Company had not received any complaints in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

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

11.12 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. 31 to the standalone financial statements.

11.13 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 2018-19.

11.14 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.

12. Compliance With Non Mandatory Requirements:

a) 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.

b) 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.

c) Modified opinion in audit reports:

During the year under review, there were no audit qualifications on the Company's financial statements.

e) 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 shall report directly to the Audit Committee.

For and on behalf of the Board of Directors

Mumbai
Dated: 25th May, 2019

Tushar Sighat
Managing Director & CEO

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, 2019.

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: 25th May, 2019

Shivaram Bhat
Practising Company Secretary
ACS No. 10454 & CP No. 7853

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, 2019, 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.

Mumbai, dated: 25th May, 2019

For **D-Link (India) Limited**

Tushar Sighat
Managing Director & CEO

Independent Auditors' Report

TO THE MEMBERS OF D-LINK (INDIA) LIMITED

Report on the Audit of the Standalone Ind AS 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 2019, 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 the 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 2019, and 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 we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Contingent liability-See note 34(i) to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>As at 31 March 2019, the Company is having pending litigation under Customs as disclosed in Note No. 34 (i).</p> <p>We focused on this area as eventual outcome of the claims is uncertain and position taken by the management is based on the application of material judgment and estimation. Accordingly, unexpected adverse outcome could significantly impact Company's profit and balance sheet position.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - We discussed the status of significant and potential litigations with management who have knowledge of these matters and where relevant we also obtained formal confirmation from the Company's external consultants. - Use of our own specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities. - Considering the adequacy of the disclosure made in relation to 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 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 and there is a risk of revenue being fraudulently overstated arising from pressure to achieve performance targets as well as meeting external expectations.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - Assessing the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Testing the design, implementation and operating effectiveness of the Company's general IT controls and key IT application/manual controls over the Company's systems which govern recording of revenue in the general ledger accounting system. - Performing substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year (and before and after the financial year) by verifying the underlying documents, which included sales invoices/contracts and delivery/shipping documents. - Assessing manual journals posted to revenue to identify unusual items. - Evaluating the adequacy of the financial statement disclosures, including disclosures of key assumptions, judgements and sensitivities.

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 financial statements and our auditors' 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 Responsibility 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 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, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting 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

Independent Auditors' Report

standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Other Matter

The audited standalone financial statements of the Company for the corresponding year ended 31 March 2018 included in these standalone financial statements, have been audited by the predecessor auditors whose audit report dated 29 May 2018 expressed an unmodified opinion on those audited standalone financial statements.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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.

- (A) As required by Section 143(3) of the Act, we report that:
- 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.
 - 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.
 - 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.
 - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
 - On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 34 to the standalone financial statements;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019. Refer Note 39 to the standalone financial statements.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

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) which are required to be commented upon by us.

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

Aniruddha Godbole
Partner
Membership No.105149

Mumbai
25th May, 2019

Annexure “A” to the Independent Auditor’s Report

With reference to the Annexure A referred to in the Independent Auditor’s Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year in line with its policy of verifying them annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In our opinion, and according to the information and explanation given to us, no material discrepancies were noticed upon such verification.
- (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 are held in the name of the Company.
- (ii) The inventory of traded goods, except goods in transit, has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 (‘the Act’). Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act, with respect to investments made. The Company has not granted any loans to, or provided any guarantees or securities to parties covered under Section 185 or 186 of the Act, therefore the relevant provisions of Section 185 and 186 of the Act are not applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- (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 Act, for any of the products sold/services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (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 Provident fund, Employees’ State Insurance, Income-tax, Duty of customs, Goods and Service tax, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been a slight delay in few cases in respect of Provident fund and Employees’ State Insurance.
- (b) According to the information and explanations given to us, there are no dues of Duty of customs, Goods and Service tax, Value added tax and Central Sales tax as at 31 March 2019, which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Nature of statute	Nature of dues	Amount (₹ lakhs)#	Period to which amount relates	Forum where dispute is pending
Goa Value Added Tax Act, 2005	Value added tax	11.50	FY 2012-2013	Commercial Tax Officer
Central Sales Tax Act, 1956	Central sales tax	9.89	FY 2012-2013	Commercial Tax Officer

#The above amounts are net of amounts paid under protest of ₹ 5.33 lakhs.

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in the repayment of loans to banks. The Company has not taken any loans or borrowings from financial institutions and government and has not issued any debentures during the year.
- (ix) During the year, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standards.
- (xiv) According to the information and explanations give to us and based on 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, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

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

Aniruddha Godbole
Partner
Membership No.105149

Mumbai
25th May, 2019

Annexure “B” to the Independent Auditor’s report

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 (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 2019 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 2019, 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”).

Auditor’s 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 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 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

Mumbai
25th May, 2019

Aniruddha Godbole
Partner
Membership No.105149

Standalone Balance Sheet as at March 31, 2019

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3	1,644.10	1,723.68
(b) Intangible assets	3(A)	3.41	6.50
(c) Financial assets			
(i) Investments	4	1,650.00	1,650.00
(ii) Other financial assets	5	54.51	114.28
(d) Deferred tax assets (net)	6	521.15	677.27
(e) Other non-current assets	7	19.39	21.69
Total Non-current Assets		3,892.56	4,193.42
Current Assets			
(a) Inventories	8	8,287.79	6,439.99
(b) Financial assets			
(i) Investments	4	700.79	400.32
(ii) Trade receivables	9	18,424.14	17,064.36
(iii) Cash and cash equivalents	10	707.40	1,228.79
(iv) Bank balances other than (iii) above	11	18.99	8.58
(v) Other financial assets	5	62.77	17.99
(c) Other current assets	7	917.17	689.54
Total Current Assets		29,119.05	25,849.57
Total Assets		33,011.61	30,042.99
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	12	710.10	710.10
(b) Other Equity	13	19,219.11	17,078.64
Total Equity		19,929.21	17,788.74
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities	14	26.99	14.45
(b) Provisions	15	11.62	11.33
Total Non-current Liabilities		38.61	25.78
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	16		
(A) total outstanding dues of micro enterprises and small enterprises; and		140.23	1,173.43
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		11,813.01	10,714.50
(ii) Other financial liabilities	14	16.99	8.54
(b) Other current liabilities	17	928.27	154.80
(c) Provisions	15	32.63	35.01
(d) Current tax liabilities (Net)	18	112.66	142.19
Total Current Liabilities		13,043.79	12,228.47
Total Liabilities		13,082.40	12,254.25
Total Equity and Liabilities		33,011.61	30,042.99
Summary of significant accounting policies	2		
See accompanying notes to the standalone financial statements.	3-39		

As per our report of even date attached

For B S R & Co. LLP

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

Aniruddha Godbole

Partner
Membership No. 105149

Mumbai, dated: 25th May, 2019

**For and on behalf of the Board of Directors
of D-Link (India) Ltd.**

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO
DIN No.: 06984518

C. M. Gaonkar

Chief Financial Officer
Membership No.: 40748

Mumbai, dated: 25th May, 2019

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, 2019

(Currency: ₹ in Lakhs)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Revenue from Operations	19	69,963.39	62,622.74
II. Other income	20	91.95	219.41
III. Total Income (I+II)		70,055.34	62,842.15
IV. Expenses			
Purchases of Stock-in-trade	21	60,159.08	54,314.04
Changes in inventories of Stock-in-trade	22	(1,847.80)	51.90
Employee benefits expense	23	2,618.43	2,878.19
Finance costs	24	9.39	85.34
Depreciation and amortisation expense	3-3A	99.46	106.43
Other expenses	25	4,750.81	3,830.84
Total expenses		65,789.37	61,266.74
V. Profit before exceptional items and tax (III-IV)		4,265.97	1,575.41
VI. Exceptional item	34(i)	529.03	-
VII. Profit before tax (V-VI)		3,736.94	1,575.41
VIII. Tax expense			
Current tax	26	1,231.00	898.82
Deferred tax	6	156.50	(322.21)
Excess provision for tax relating to earlier years written back	26	(5.74)	(43.18)
		1,381.76	533.43
IX. Profit for the year (VII-VIII)		2,355.18	1,041.98
X. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plan		(1.08)	118.10
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.38	(40.87)
Total other comprehensive income (net of taxes)		(0.70)	77.23
XI. Total comprehensive income for the year (IX+X)		2,354.48	1,119.21
XII. Earnings per equity share (EPS)	27		
(Face value of ₹ 2/- per share)			
Basic and diluted earnings per share (in ₹)		6.63	2.93
Summary of significant accounting policies	2		
See accompanying notes to the standalone financial statements.	3-39		

As per our report of even date attached

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

Aniruddha Godbole
 Partner
 Membership No. 105149

 Mumbai, dated: 25th May, 2019

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

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

 Mumbai, dated: 25th May, 2019

Satish Godbole
 Director
 DIN No.: 02596364

Shrinivas Adikesar
 Company Secretary
 Membership No.: A20908

Standalone Cash Flow Statement for the year ended March 31, 2019

(Currency: ₹ in Lakhs)

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Cash flows from operating activities		
Profit before tax	3,736.94	1,575.41
Adjustments for:		
Finance costs	9.39	85.34
(Gain)/Loss on disposal of property, plant and equipment	(1.63)	3.71
Profit on sale of current investments	(79.05)	(15.63)
Mark to Market - Investments measured at FVTPL	8.53	(0.32)
Bad debts written off	-	4.29
Sundry balances written back	(11.17)	-
Interest income	(0.10)	(4.25)
Provisions for doubtful debts and advances	45.87	158.60
Depreciation and amortisation	99.46	106.43
Unrealised exchange differences (net)	34.75	6.15
	3,842.99	1,919.73
Adjustments for:		
(Increase) in trade and other receivables	(1,383.05)	(2,692.82)
(Increase) / decrease in inventories	(1,847.80)	51.90
(Increase) / decrease in other non-current assets	(10.61)	45.94
Decrease in other non-current financial assets	59.77	8.78
(Increase) in other current financial assets	(44.78)	(2.73)
(Increase) / decrease in other current assets	(228.71)	270.86
Increase in trade and other payables	32.04	4,449.65
Increase / (decrease) in non-current provisions	0.29	(10.99)
(Decrease) in current provisions	(2.38)	(1.23)
(Decrease) in other current financial liabilities	(0.08)	(58.19)
Increase in other non-current financial liabilities	12.54	4.10
Increase / (decrease) in other current liabilities	773.48	(114.33)
	(2,639.30)	1,950.93
Cash generated from operations	1,203.69	3,870.66
Income taxes paid	(1,259.27)	(798.57)
Net cash generated from/(used in) operating activities (A)	(55.58)	3,072.09
Cash flows from investing activities		
Payments for purchase of Investments in mutual funds	(65,675.00)	(20,215.00)
Proceeds on sale of Investments in mutual funds	65,453.58	19,830.63
Payments for Investments in fixed deposits with bank	(10.09)	-
Interest received	0.10	4.25
Payments for purchases of property, plant and equipment	(39.91)	(83.82)
Proceeds on sale of property, plant and equipment	24.75	14.90
Payments for purchases of intangible assets	-	(1.93)
Net cash (used in) investing activities (B)	(246.57)	(450.97)
Cash flows from financing activities		
Dividends paid (including Corporate Dividend tax)	(214.33)	(213.69)
Interest paid	(4.91)	(85.34)
Net cash (used in) financing activities (C)	(219.24)	(299.03)
Net increase/(decrease) in cash and cash equivalents (D)=(A)+(B)+(C)	(521.39)	2,322.09
Cash and cash equivalents at the beginning of the year (E)	1,228.79	(1,093.30)
Cash and cash equivalents at the end of the year (D)+(E)	707.40	1,228.79

(Refer Note 10)

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

Aniruddha Godbole

Partner

Membership No. 105149

Mumbai, dated: 25th May, 2019

For and on behalf of the Board of Directors

of D-Link (India) Ltd.

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

C. M. Gaonkar

Chief Financial Officer

Membership No.: 40748

Mumbai, dated: 25th May, 2019

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, 2019

(Currency: ₹ in Lakhs)

(a) Equity share capital	Notes	As at March 31, 2019	As at March 31, 2018
As at the beginning of the year	12	710.10	710.10
As at end of the year		710.10	710.10

(Currency: ₹ in Lakhs)

(b) Other equity	Notes	Securities premium	General reserve	Retained earnings	Total
As at April 1, 2017	13	3,591.34	1,022.81	11,558.97	16,173.12
Profit for the year		-	-	1,041.98	1,041.98
Other comprehensive income for the year, net of tax		-	-	77.23	77.23
Total comprehensive income for the year ended March 31, 2018		-	-	1,119.21	1,119.21
Dividend Paid		-	-	(177.55)	(177.55)
Corporate tax on Dividends		-	-	(36.14)	(36.14)
As at March 31, 2018	13	3,591.34	1,022.81	12,464.49	17,078.64
Profit for the year		-	-	2,355.18	2,355.18
Other comprehensive income for the year, net of tax		-	-	(0.70)	(0.70)
Total comprehensive income for the year ended March 31, 2019		-	-	2,354.48	2,354.48
Dividend Paid		-	-	(177.52)	(177.52)
Corporate tax on Dividends		-	-	(36.49)	(36.49)
As at March 31, 2019	13	3,591.34	1,022.81	14,604.96	19,219.11

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

Aniruddha Godbole
 Partner
 Membership No. 105149

Mumbai, dated: 25th May, 2019

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

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

Satish Godbole
 Director
 DIN No.: 02596364

Shrinivas Adikesar
 Company Secretary
 Membership No.: A20908

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2019

(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, 2019 were approved by the Board of Directors and authorised for issue on May 25, 2019.

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 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 and liabilities, and the accompanying disclosures, and the disclosure of contingent liability 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, 2019 is included in the following notes :

- Note 6 - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note 29 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 34 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 8 - Provision for inventory obsolescence
- Note 9 - 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

- 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:

- Note 4 - Investments (Current)
- Note 32 - 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 & 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 ₹ 5000 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.

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.

Notes forming part of the Standalone Financial Statements

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.

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.

Interest income on fixed deposit is accounted on accrual basis.

Dividend income is accounted for when the right to receive the same is established.

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.

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.

Notes forming part of the Standalone Financial Statements

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 period 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 standalone statement of profit and loss in the period 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.

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Company will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the standalone balance sheet.

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.

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.

Notes forming part of the Standalone Financial Statements

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 Dividend

The Company 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.

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 Company.

k Earnings Per Share

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

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognised on a straight line basis over the term of the relevant lease, except where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

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 period, 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.

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.

Notes forming part of the Standalone Financial Statements

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 period, 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, 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.

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 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 periods. 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 period, 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. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Notes forming part of the Standalone Financial Statements

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 period. 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"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 - Leases

- The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, *Leases*.

The Company has completed an initial assessment of the potential impact on its standalone financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the standalone financial statements in the period of initial application is not reasonably estimable as at present.

The Company will recognise new assets and liabilities for its operating leases of offices and warehouse facilities. The nature of expenses related to those leases will now change because the Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

In addition, the Company will no longer recognise provisions for operating leases that it assesses to be onerous. Instead, the Company will include the payments due under the lease in its lease liability and apply Ind AS 36, *Impairment of Assets* to determine whether the right-of-use asset is impaired and to account for any impairment.

No significant impact is expected for the Company's finance leases.

The Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax on consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its standalone financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its standalone financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its standalone financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Notes forming part of the Standalone Financial Statements

Note 3: Property, Plant and Equipments (PPE)

(Currency: ₹ in Lakhs)

Description of Assets	Plant & Machinery	Office Premises	Office Equipments	Furniture and fixtures	Electrical Installations	Vehicles	Total
I. Cost							
Balance as at April 1, 2018	34.93	1,537.84	133.98	144.71	15.83	69.59	1,936.88
Additions	1.27	-	14.13	0.71	-	23.80	39.91
Disposals	(0.17)	-	(13.74)	(4.67)	-	(23.80)	(42.38)
Balance as at March 31, 2019	36.03	1,537.84	134.37	140.75	15.83	69.59	1,934.41
II. Accumulated depreciation for the year 2018-2019							
Balance as at April 1, 2018	(5.72)	(56.56)	(83.06)	(53.48)	(5.88)	(8.50)	(213.20)
Depreciation for the year	(3.62)	(28.27)	(28.13)	(23.70)	(3.04)	(9.61)	(96.37)
Eliminated on disposal of assets	0.12	-	13.56	4.25	-	1.33	19.26
Balance as at March 31, 2019	(9.22)	(84.83)	(97.63)	(72.93)	(8.92)	(16.78)	(290.31)
Net block (I+II)	26.81	1,453.01	36.74	67.82	6.91	52.81	1,644.10
Description of Assets	Plant & Machinery	Office Premises	Office Equipments	Furniture and fixtures	Electrical Installations	Vehicles	Total
I. Cost							
Balance as at April 1, 2017	31.57	1,537.84	115.95	144.10	14.47	29.75	1,873.68
Additions	3.36	-	18.25	8.38	2.13	51.70	83.82
Disposals	-	-	(0.22)	(7.77)	(0.77)	(11.86)	(20.62)
Balance as at March 31, 2018	34.93	1,537.84	133.98	144.71	15.83	69.59	1,936.88
II. Accumulated depreciation for the year 2017-2018							
Balance as at April 1, 2017	(2.84)	(28.27)	(49.32)	(26.51)	(2.99)	(2.93)	(112.86)
Depreciation for the year	(2.88)	(28.29)	(33.91)	(27.96)	(2.97)	(6.34)	(102.35)
Eliminated on disposal of assets	-	-	0.17	0.99	0.08	0.77	2.01
Balance as at March 31, 2018	(5.72)	(56.56)	(83.06)	(53.48)	(5.88)	(8.50)	(213.20)
Net block (I+II)	29.21	1,481.28	50.92	91.23	9.95	61.09	1,723.68

Notes forming part of the Standalone Financial Statements

3A. Intangible Assets

(Currency: ₹ in Lakhs)

Particulars	Amount
Computer Software	
Balance as at April 1, 2018	14.23
Additions during the year	-
Balance as at March 31, 2019	14.23
Accumulated amortisation for 2018-19	
Balance as at April 1, 2018	(7.73)
Amortisation expense for the year	(3.09)
Balance as at March 31, 2019	(10.82)
Net block	3.41

Particulars	Amount
Computer Software	
Balance as at April 1, 2017	12.30
Additions during the year	1.93
Balance as at March 31, 2018	14.23
Accumulated amortisation for 2017-2018	
Balance as at April 1, 2017	(3.65)
Amortisation expense for the year	(4.08)
Balance as at March 31, 2018	(7.73)
Net block	6.50

4. Investments

Non-current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
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, 2019 (March 31, 2018 : 10,499 Equity shares of ₹ 10/- each fully paid-up i.e. 99.99% equity shares).

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Nos. of Units	Amount	Nos. of Units	Amount
Unquoted Investments				
Investment in mutual funds (at fair value through profit and loss)				
Essel Mutual Fund - Direct Plan Growth	-	-	20,921.242	400.32
Aditya Birla Sun Life Liquid Fund - Growth - Direct	66,642.36	200.22	-	-
ICICI Prudential Liquid Fund - Direct Plan Growth	72,430.31	200.21	-	-
UTI Liquid Cash Plan - Direct Growth Plan	3,060.74	300.36	-	-
Total		700.79		400.32

Aggregate amount of impairment in the value of investments

-

-

Notes forming part of the Standalone Financial Statements

5. Other financial assets (Unsecured, considered good)

(Currency: ₹ in Lakhs)		
Non-current		
Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	54.51	114.28
Total	54.51	114.28
Current		
(Currency: ₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Excess remuneration recoverable from the Managing Director / Director	-	17.99
Security Deposits	62.77	-
Total	62.77	17.99

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 balance sheet:

(Currency: ₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax assets	722.20	863.49
Deferred tax liabilities	(201.05)	(186.22)
Net	521.15	677.27

Year ended March 31, 2019

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	387.00	(133.45)	-	253.55
Provision for doubtful advances	19.71	36.32	-	56.03
Provision for doubtful debts	235.26	13.77	-	249.03
Defined benefit obligation	-	(0.38)	0.38	-
Disallowance under section 43B of Income Tax Act, 1961	16.04	(0.58)	-	15.46
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	203.65	(55.53)	-	148.12
Others	1.83	(1.82)	-	0.01
Deferred tax assets	863.49	(141.67)	0.38	722.20
Property, plant and equipment	(184.76)	(15.68)	-	(200.44)
Intangible assets	(1.46)	0.85	-	(0.61)
Deferred tax liabilities	(186.22)	(14.83)	-	(201.05)
Total	677.27	(156.50)	0.38	521.15

Year ended March 31, 2018

Particulars	Opening balance	Recognised in statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Provision for Inventory obsolescence	196.37	190.63	-	387.00
Provision for doubtful advances	19.71	-	-	19.71
Provision for doubtful debts	180.37	54.89	-	235.26
Defined benefit obligation	-	40.87	(40.87)	-
Disallowance under section 43B of Income Tax Act, 1961	20.26	(4.22)	-	16.04
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	148.87	54.78	-	203.65
Others	1.93	(0.10)	-	1.83
Deferred tax assets	567.51	336.85	(40.87)	863.49
Property, plant and equipment	(169.24)	(15.52)	-	(184.76)
Intangible assets	(2.34)	0.88	-	(1.46)
Deferred tax liabilities	(171.58)	(14.64)	-	(186.22)
Total	395.93	322.21	(40.87)	677.27

Notes forming part of the Standalone Financial Statements

7. Other assets

Non Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<u>Recoverable from government authorities :</u>		
Unsecured, Considered good	19.39	21.69
Unsecured, Considered doubtful	56.96	56.96
Less : Provision	(56.96)	(56.96)
<u>Advances to suppliers</u>		
Unsecured, Considered doubtful	12.91	-
Less : Provision	(12.91)	-
Total	19.39	21.69

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<u>Unsecured, Considered good :</u>		
Receivable on behalf of Principal	268.43	430.98
Customs and other duties recoverable	414.70	45.81
Forward Contract Asset	-	0.44
Advances to suppliers	104.18	51.83
Advance to employees	6.95	7.47
Prepaid expenses	99.60	98.31
Gratuity-Defined benefit assets (Refer note 29)	23.31	54.70
Total	917.17	689.54

8. Inventories

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Inventories (lower of cost and net realisable value)		
Stock-in-trade - Networking products	5,857.60	5,903.11
Stock-in-trade - Networking products - Goods-in-transit	2,430.19	536.88
Total	8,287.79	6,439.99

The cost of stock-in-trade reduced by ₹ 392.57 Lakhs in respect of reversal of write-down (net) of net realisable value. In year ended March 31, 2018, ₹ 550.81 Lakhs recognised as an expense in respect of write-downs (net).

9. Trade receivables

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Unsecured, considered good		
- from related parties*	-	145.66
- from others	18,424.14	16,918.70
(b) Credit impaired	712.73	679.77
Provision for Credit impaired	(712.73)	(679.77)
Total	18,424.14	17,064.36

* Refer Note 38 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, 2019, the carrying amount of the Company's most significant customers is ₹9,379.81 Lakhs (March 31, 2018 : ₹ 8,309.06 Lakhs)

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2019

Notes forming part of the Standalone Financial Statements

9. Trade receivables (contd.)

(Currency: ₹ in Lakhs)

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	15,225.06	0.00%	-
1 to 90 days past due	3,163.49	0.00%	-
91 to 180 days past due	2.65	18.00%	0.47
181 to 270 days past due	78.53	58.04%	45.58
271 to 360 days past due	2.32	80.00%	1.86
More than 360 days past due	664.82	100.00%	664.82
Total	19,136.87		712.73

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2018.

(Currency: ₹ in Lakhs)

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	14,033.60	0.00%	-
1 to 90 days past due	2,772.52	0.00%	-
91 to 180 days past due	293.29	13.27%	38.91
181 to 270 days past due	6.28	38.50%	2.42
271 to 360 days past due	-	0.00%	-
More than 360 days past due	638.44	100.00%	638.44
Total	17,744.13		679.77

10. Cash and cash equivalents

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	0.09	0.04
Balances with banks in current accounts	707.31	1,228.75
Total	707.40	1,228.79

11. Other bank balances

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Earmarked balances		
- Unpaid dividend accounts	8.90	8.58
- Fixed Deposits given as security against Bank Guarantees	10.09	-
Total	18.99	8.58

12. Equity Share Capital

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised Share capital:		
70,000,000 (March 31, 2018 : 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, 2018 : 35,504,850) fully paid equity shares of ₹ 2 each	710.10	710.10
Total	710.10	710.10

Notes forming part of the Standalone Financial Statements

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

Particulars	As at March 31, 2019	As at March 31, 2018
	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, 2019	As at March 31, 2018
	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, 2019	
	Number of shares held	% holding in the class of shares
<u>Fully paid equity shares</u>		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,730,000	7.69%

Name of Shareholders	As at March 31, 2018	
	Number of shares held	% holding in the class of shares
<u>Fully paid equity shares</u>		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,618,773	7.38%

v. Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the period of five years immediately preceding the date of the Balance Sheet are as under:

5,500,000 Equity shares fully paid up issued to the shareholders and promoters of TeamF1 Networks Private Limited (TeamF1) on preferential allotment basis on May 29, 2014 pursuant to a share swap agreement.

13. Other Equity

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
General reserve - Refer note (i) below	1,022.81	1,022.81
Securities premium - 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	12,464.49	11,558.97
Add : Transferred from statement of profit and loss	2,355.18	1,041.98
Add : Transferred from other comprehensive income	(0.70)	77.23
Less : Dividend	177.52	177.55
Less : Tax on dividends distributed during the year	36.49	36.14
Balance at the end of the year	14,604.96	12,464.49
Total	19,219.11	17,078.64

(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).

Notes forming part of the Standalone Financial Statements

14. Other financial liabilities

Non Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	26.99	14.45
Total	26.99	14.45

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unclaimed dividends	8.90	8.54
Forward Contract Liability	8.09	-
Total	16.99	8.54

15. Provisions

Non Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee benefits - Provision for compensated absences	11.62	11.33
Total	11.62	11.33

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee benefits - Provision for compensated absences	32.63	35.01
Total	32.63	35.01

16. Trade payables

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro and small enterprises (Refer note below)	140.23	1,173.43
Total outstanding dues of creditors other than micro and small enterprises	11,813.01	10,714.50
Total	11,953.24	11,887.93

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 31.

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:

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) the principal amount remaining unpaid as on year end.	140.23	1,173.43
(ii) the amount of interest due thereon remaining unpaid as on year end.	-	0.17
(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.	-	0.17
(v) the amount of interest accrued and remaining unpaid as on year end and	-	0.17
(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.	-	0.17

Notes forming part of the Standalone Financial Statements

17. Other current liabilities

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Advances from customers	5.91	7.76
(b) Others		
- Statutory dues	671.05	125.64
- Disputed demand of V.A.T/C.S.T (Value Added Tax/Central Sales Tax)	21.40	21.40
- Other liabilities	229.91	-
Total	928.27	154.80

18. Current tax liabilities

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current tax liabilities		
Provision for Income Tax	3,066.29	3,100.04
Less : Advance payment of taxes	(2,953.63)	(2,957.85)
Total	112.66	142.19

19. Revenue from operations

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Sales of Networking products	69,820.88	62,459.70
(b) Sales of services	76.54	49.85
(c) Other operating revenues		
- Export benefits	11.55	103.32
- Others	54.42	9.87
Total	69,963.39	62,622.74

For the year ended March 31, 2019, revenues from sales of Networking products to most significant customer is ₹ 20,983.44 Lakhs (year ended March 31, 2018 : ₹ 18,568.35 Lakhs).

Refer Note 35 for disaggregation of revenue.

Reconciliation of revenue recognized with the contracted price is as follows:

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Contracted Price	72,378.08	64,158.23
Reductions towards variable consideration components	(2,414.69)	(1,535.49)
Revenue recognised	69,963.39	62,622.74

Notes forming part of the Standalone Financial Statements

20. Other Income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
a) Interest Income		
- From others	0.10	4.25
b) Others		
- Net Gain on disposal of property, plant and equipment	1.63	-
- Net Gain on foreign currency transactions and translations	-	191.51
- Mark to Market - Investments measured at FVTPL	-	0.32
- Net Gain on sale of current investments designated as FVTPL	79.05	15.63
- Sundry balances written back	11.17	-
- Miscellaneous income	-	7.70
Total	91.95	219.41

21. Purchase of stock-in-trade

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Purchase of Stock-in-Trade - Networking products	60,159.08	54,314.04
Total	60,159.08	54,314.04

22. Changes in inventories of stock-in-trade

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Closing stock - Networking products	8,287.79	6,439.99
Less : Opening stock - Networking products	6,439.99	6,491.89
Total	(1,847.80)	51.90

23. Employee benefits expense

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries, Wages and Bonus	2,461.08	2,676.79
Contribution to provident and other funds (Refer note 29(i))	87.02	136.48
Staff Welfare Expenses	70.33	64.92
Total	2,618.43	2,878.19

24. Finance costs

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest		
- On cash credit accounts	4.87	62.14
- On delayed payments of Income-tax / service tax	4.52	23.00
- On others	-	0.20
Total	9.39	85.34

Notes forming part of the Standalone Financial Statements

25. Other expenses

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Power and fuel	48.19	53.50
Rent expense	323.94	331.53
Travelling and conveyance	243.57	247.64
Legal and consultation fees	315.81	158.25
Audit fees (Refer note below)	36.28	54.34
Directors sitting fees	23.25	19.00
Rates and taxes	38.51	54.41
Repairs and maintenance - others	181.87	211.17
Communication expenses	64.53	87.20
Insurance	130.25	163.09
Advertisement and sales promotion expenses	1,520.78	1,112.20
Freight outward	817.81	670.84
Servicing expenses	464.81	284.65
Packing material consumption	82.06	88.20
Corporate social responsibility expenses (Refer note 36)	45.00	47.97
Provisions for doubtful debts and advances	45.87	158.60
Loss on disposal of property, plant and equipment (net)	-	3.71
Net loss on foreign currency transactions and translations	58.07	-
Mark to Market - Investments measured at FVTPL	8.53	-
Bad debts written off	-	4.29
Net loss on agency business	208.72	-
Miscellaneous expenses	92.96	80.25
Total	4,750.81	3,830.84

Note:

(Currency: ₹ in Lakhs)

Payments to auditors	For the year ended March 31, 2019	For the year ended March 31, 2018
a) For audit		
- For statutory audit	16.00	16.00
- For limited review	6.00	6.00
b) For taxation matters	-	3.50
c) For Other services	13.25	27.00
d) For reimbursement of expenses	1.03	1.84
Total	36.28	54.34

26. Income taxes

i. Income tax recognised in standalone statement profit or loss

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Current tax		
In respect of the current year	1,231.00	898.82
Excess provision for tax in respect of earlier years written back	(5.74)	(43.18)
	1,225.26	855.64
Deferred tax	156.50	(322.21)
	156.50	(322.21)
Total	1,381.76	533.43

Notes forming part of the Standalone Financial Statements

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit before tax	3,736.94	1,575.41
Income tax expense calculated at 34.94% (March 31, 2018 : 34.61%)	1,305.69	545.22
Effect of expenses that are not deductible in determining taxable profit		
Corporate Social Responsibility expenses	15.72	16.60
Disallowance u/s 14A of Income Tax Act, 1961	6.92	6.85
Others	59.17	7.94
	<u>1,387.50</u>	<u>576.61</u>
Adjustments recognised in the current year in relation to the current tax of prior years	(5.74)	(43.18)
Income tax expense recognised in profit or loss	1,381.76	533.43

ii. Income tax recognised in other comprehensive income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
On account of re-measurement of defined benefit obligation	(0.38)	40.87
Total	(0.38)	40.87
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to profit or loss	(0.38)	40.87

27. 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:

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Net Profit after tax (₹ in Lakhs)	2,355.18	1,041.98
Weighted average number of Equity Shares outstanding during the year	35,504,850	35,504,850
Basic and diluted earnings per share (Rupees)	6.63	2.93
Nominal value per share (Rupees)	2.00	2.00

28. Dividend on Equity shares

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash dividend on Equity shares declared and paid:		
Final dividend for the year March 31, 2018: ₹ 0.50 per share (March 31, 2017: ₹ 0.50 per share)	177.52	177.55
Dividend distribution tax on final dividend	36.49	36.14
Proposed dividends on Equity shares:		
Proposed cash dividend for the year March 31, 2019: ₹ 1 per share (March 31, 2018: ₹ 0.50 per share)	355.04	177.52
Dividend distribution tax on final dividend	72.98	36.49

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.

29. 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 ₹ 56.71 Lakhs (Previous Year ended March 31, 2018 ₹ 61.06 Lakhs) towards Provident Fund contribution and ₹ 7.62 Lakhs (Previous Year ended March 31, 2018 ₹ 9.58 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, 2019	As at March 31, 2018
Discount rate(s)	7.66%	7.64%
Expected rate(s) of salary increase	8.00%	8.00%
Mortality rates	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of employee turnover	5.00%	5.00%

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.

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.

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Current service cost	34.49	48.04
Past service cost	-	28.25
Net interest expense	(4.18)	(0.87)
Components of defined benefit costs recognised in profit or loss	30.31	75.42

Notes forming part of the Standalone Financial Statements

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Other Comprehensive Income (OCI)		
Return on plan assets (excluding amounts included in net interest expense)	14.46	6.27
Actuarial (gains) / losses recognised for the period	(13.38)	(124.37)
Components of defined benefit costs recognised in other comprehensive income	1.08	(118.10)

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.

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Present value of funded defined benefit obligation	231.57	225.73
Fair value of plan assets	(254.88)	(280.43)
Net liability arising from defined benefit obligation	(23.31)	(54.70)

Movements in the present value of the defined benefit obligation are as follows.

(Currency: ₹ in Lakhs)

Particulars	As at and for the year ended March 31, 2019	As at and for the year ended March 31, 2018
Opening defined benefit obligation	225.73	273.16
Current service cost	34.49	48.04
Interest cost	16.05	19.34
Actuarial Gains on obligation	(13.38)	(124.37)
Past service cost	-	28.25
Benefits paid	(31.32)	(18.69)
Closing defined benefit obligation	231.57	225.73

Movements in the fair value of the plan assets are as follows:

(Currency: ₹ in Lakhs)

Particulars	As at and for the year ended March 31, 2019	As at and for the year ended March 31, 2018
Opening fair value of plan assets	280.43	285.17
Interest income	20.23	20.22
Return on plan assets (excluding amounts included in net interest expense)	(14.46)	(6.27)
Contributions from the employer	-	-
Benefits paid	(31.32)	(18.69)
Closing fair value of plan assets	254.88	280.43

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	for the year ended March 31, 2018
Insurer Managed Funds	100%	100%

The weighted average remaining duration of the defined benefit obligation as at March 31, 2019 is 12.77 years (as at March 31, 2018 : 13.11 years)

Notes forming part of the Standalone Financial Statements

Sensitivity Analysis	2018-19	2017-18
Projected Benefit Obligation on Current Assumptions	231.57	225.73
Delta effect of +1% change in Rate of Discounting	(26.03)	(26.14)
Delta effect of -1% change in Rate of Discounting	31.34	31.53
Delta effect of +1% change in Rate of Salary increase	27.47	27.29
Delta effect of -1% change in Rate of Salary increase	(24.24)	(23.91)
Delta effect of +1% change in Rate of Employee Turnover	(0.76)	(0.92)
Delta effect of -1% change in Rate of Employee Turnover	0.82	0.98

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

(Currency: ₹ in Lakhs)

	Gratuity	
	As at March 31, 2019	As at March 31, 2018
Expected contribution to defined benefit plan	14.96	17.65

30. 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

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets		
Measured at fair value through profit or loss (FVTPL)		
Investment in mutual fund (unquoted)	700.79	400.32
Measured at amortised cost		
(a) Investments	1,650.00	1,650.00
(b) Cash and cash equivalents	707.40	1,228.79
(c) Bank balances other than (b) above	18.99	8.58
(d) Trade receivables	18,424.14	17,064.36
(e) Other financial assets	117.28	132.27
Financial liabilities		
Measured at fair value through profit or loss (FVTPL)		
Other financial liabilities	8.09	-
Measured at amortised cost		
(a) Trade payables	11,953.24	11,887.93
(b) Other financial liabilities	35.89	22.99

31. Financial risk management objectives

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.

Notes forming part of the Standalone Financial Statements

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, 2019.

(Currency: ₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	11,953.24	11,953.24	-
Deposits received	26.99	-	26.99
Other financial liabilities	16.99	16.99	-

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2018.

(Currency: ₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	11,887.93	11,887.93	-
Deposits received	14.45	-	14.45
Other financial liabilities	8.54	8.54	-

The table below provides details regarding the Financing facilities (Refer note below)

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured cash credit facility from bank:		
i) amount used	-	-
ii) amount unused	3,500.00	4,000.00
Total	3,500.00	4,000.00
Secured non funded facilities from bank:		
i) amount used	1,281.23	955.00
ii) amount unused	718.77	545.00
Total	2,000.00	1,500.00

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.

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, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Currency USD	5,251,279	9,187,835	-	395,503
Currency INR in Lakhs	3,631.78	5,984.36	-	257.57

Notes forming part of the Standalone Financial Statements

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.

(Currency: ₹ in Lakhs)

Particulars	USD Impact	
	As at March 31, 2019	As at March 31, 2018
Impact on profit or loss for the year	(181.59)	286.32
Impact on total equity as at the end of the year	(181.59)	286.32

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:

Outstanding Contracts	Average exchange rate(₹)		Foreign currency (USD)		Notional value (₹ in Lakhs)		Fair value assets (liabilities) (₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018	As a March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Buy Currency								
Less than 3 months	69.65	-	1,950,000	-	1,358.26	-	(8.09)	-
Sell Currency								
Less than 3 months	-	65.59	-	1,092,400	-	716.52	-	0.44

32. Fair value measurements

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 period. 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 as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2019	March 31, 2018		
Investments in Mutual funds are valued	700.79	400.32	Level 1	The mutual fund investments are valued at closing NAV provided by the fund.
Financial Liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2019	March 31, 2018		
Forward foreign currency contracts	8.09	-	Level 2	The Forward foreign currency contracts are valued at Mark to market values provided by banks with whom the Company contracts.

Notes forming part of the Standalone Financial Statements

33. Operating lease arrangements

The Company as lessee

The company has taken premises on cancellable operating lease basis. The tenure of the agreements ranges from 24 to 60 months. There are no renewal and escalation clauses in these agreements.

The lease rentals for the year charged to revenue are ₹ 323.94 Lakhs (for the year ended March 31, 2018 : ₹ 331.53 Lakhs)

34. Contingent liabilities

(i) Based on an enquiry conducted by the officials from the customs department (Directorate of Revenue Intelligence) ("DRI"), during the year, the Company provided ₹ 529.03 lakhs for differential customs duty (including interest thereon) on account of misclassification of certain products imported by the Company during earlier years. The provision made by the Company has been disclosed as an exceptional item in the standalone statement of profit and loss.

Subsequent to the year end, a show cause notice ("SCN") was issued by DRI demanding duty of ₹ 793.04 lakhs and interest ₹ 385.46 lakhs (excluding penalty thereon) for certain products. The Company is in the process of responding to the aforesaid SCN. The differential amount of ₹ 649.47 lakhs is disclosed as contingent liability.

(ii) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshni Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the standalone financial statements.

35. 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	<i>(Currency: ₹ in Lakhs)</i>	
	For the year ended March 31, 2019	For the year ended March 31, 2018
India	68,299.03	60,122.39
Outside India	1,598.39	2,387.16
Total	69,897.42	62,509.55

36. Corporate Social Responsibility

(a) Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof: ₹ 45 Lakhs (Previous year: ₹ 47.97 Lakhs)

(b) Gross amount required to be spent during the year: ₹ 53.36 Lakhs (March 31, 2018 : ₹ 63.87 Lakhs) .

37. Transition to New Standards - Ind AS 115 Revenue from contracts with customers

Ind AS 115 Revenue from contracts with customers was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exception, to all revenue arising from contracts with its customers. Under Ind AS 115, revenue is recognised when a customer obtains control of goods or services. The Company has adopted Ind AS 115 with full retrospective effect (using practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. April 01, 2018. Accordingly, the comparative information i.e. information for the year ended March 31, 2018 has been restated. Accordingly, the disclosure requirements in Ind AS 115 have generally been applied to comparative information.

The following table summarise the impacts of adopting Ind AS 115 on the Company's financial statement for the year ended on March 31, 2018.

(a) Standalone Balance Sheet:

Particulars	Notes	As reported in previous year	Effect on adoption of Ind AS 115	<i>(Currency: ₹ in Lakhs)</i>
				Amounts with adoption of Ind AS 115
As at April 01, 2018:				
Total assets		25,954.80	-	25,954.80
Total equity		16,883.22	-	16,883.22
Total liabilities		9,071.58	-	9,071.58
As at March 31, 2018:				
Total assets		30,042.99	-	30,042.99
Total equity		17,788.74	-	17,788.74
Total liabilities		12,254.25	-	12,254.25

Notes forming part of the Standalone Financial Statements

(b) Standalone Statement of profit and loss for the year ended 31 March, 2018:
(Currency: ₹ in Lakhs)

Particulars	Notes	As reported in previous year	Effect on adoption of Ind AS 115	Amounts with adoption of Ind AS 115
Revenue	19	64,158.23	(1,535.49)	62,622.74
Other expenses	25	5,366.33	(1,535.49)	3,830.84
Tax expense		533.43	-	533.43
Profit for the period		1,041.98	-	1,041.98
Total comprehensive income for the period		1,119.21	-	1,119.21

(c) Standalone Statement of cash flows for the year ended 31 March 2018:
(Currency: ₹ in Lakhs)

Particulars		As reported in previous year	Effect on adoption of Ind AS 115	Amounts with adoption of Ind AS 115
Net cash generated from operating activities		3,072.09	-	3,072.09
Net cash (used in) from investing activities		(450.97)	-	(450.97)
Net cash (used in) from financing activities		(299.03)	-	(299.03)
Net increase in cash and cash equivalents		2,322.09	-	2,322.09

38. 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 Systems Inc.

c) Key management personnel/Directors

Mr. Yao Chuan Yang (Gary Yang) (Upto November 1, 2017)
Mr. Tushar Sighat
Mr. Douglas Hsiao (Upto August 7, 2017)
Ms. Anny Wei (Upto August 3, 2018)
Mr. C.M.Gaonkar
Mr. Rajaram Ajgaonkar
Mr. Satish Godbole
Mr. Anil Bakshi (Upto November 1, 2017)
Ms. Madhu Gadodia
Mr. Mukesh Lulla
Mr. Hung-Yi Kao (W.e.f August 4, 2018)

Notes forming part of the Standalone Financial Statements

(d) Details of transactions with related parties during the year:
(₹ in Lakhs)

Nature of transactions	Ultimate Holding Company / Holding Company	Subsidiary Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person/Directors	Total
Purchase of Stock-in-trade					
D-Link International (Singapore)	-	-	26.15 (110.66)	-	26.15 (110.66)
D-Link International Pte. Ltd.	-	-	17,739.02 (21,412.47)	-	17,739.02 (21,412.47)
D-Link Corporation	2.63 (0.78)	-	-	-	2.63 (0.78)
Others	-	-	26.43 (109.86)	-	26.43 (109.86)
Sale of Stock-in-trade					
D-Link International (Singapore)	-	-	2.70 (117.90)	-	2.70 (117.90)
D-Link Middle East-FZCO	-	-	23.63 (154.23)	-	23.63 (154.23)
D-Link Latin America Company Ltd.	-	-	-	-	-
D-Link Corporation	-	-	-	-	-
D-Link International Pte. Ltd. (DILA)	(1.60)	-	-	-	(1.60)
D-Link International Pte. Ltd.	-	-	80.40 (60.27)	-	80.40 (60.27)
D-Link International Pte. Ltd.	-	-	0.39 (687.39)	-	0.39 (687.39)
Others	-	-	33.19 (1.96)	-	33.19 (1.96)
Professional fees paid					
D-Link Corporation	123.24 (130.55)	-	-	-	123.24 (130.55)
TeamF1 Networks Private Limited	-	33.00 (3.50)	-	-	33.00 (3.50)
Reimbursement of expenditure to					
D-Link Corporation	-	-	-	-	-
D-Link Middle East-FZCO	(4.72)	-	-	-	(4.72)
D-Link International Pte. Ltd.	-	-	-	-	-
D-Link International Pte. Ltd.	-	-	(15.56)	-	(15.56)
D-Link International Pte. Ltd.	-	-	-	-	-
D-Link International Pte. Ltd.	-	-	(0.98)	-	(0.98)
Reimbursement of expenditure from					
D-Link International Pte. Ltd.	-	-	-	-	-
D-Link International Pte. Ltd.	-	-	(7.28)	-	(7.28)
Managerial Remuneration (Refer note 1 below)					
Mr. Yao Chuan Yang (Gary Yang)	-	-	-	-	-
Mr. Tushar Sighat	-	-	-	(12.59)	(12.59)
Mr. Tushar Sighat	-	-	-	239.78 (239.80)	239.78 (239.80)
Remuneration					
Mr. C.M.Gaonkar	-	-	-	45.04 (44.83)	45.04 (44.83)
Director's Sitting fees					
Mr. Rajaram Aijaonkar	-	-	-	7.00 (5.75)	7.00 (5.75)
Mr. Satish Godbole	-	-	-	7.00 (5.75)	7.00 (5.75)
Mr. Anil Bakshi	-	-	-	-	-
Mr. Anil Bakshi	-	-	-	(2.50)	(2.50)
Ms. Madhu Gadodia	-	-	-	6.00 (3.00)	6.00 (3.00)
Mr. Mukesh Lulla	-	-	-	3.25 (2.00)	3.25 (2.00)

Notes forming part of the Standalone Financial Statements

(₹ in Lakhs)

Nature of transactions	Ultimate Holding Company / Holding Company	Subsidiary Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person/Directors	Total
Dividend paid					
D-Link Holding Mauritius Inc.	90.57 (90.57)	-	-	-	90.57 (90.57)
Mr. Mukesh Lulla	-	-	-	13.14 (13.09)	13.14 (13.09)
Others	-	-	-	0.48 (0.49)	0.48 (0.49)
As at the year end					
Amount due to					
D-Link International Pte. Ltd	-	-	2,553.82 (4,823.68)	-	2,553.82 (4,823.68)
D-Link International (Singapore)	-	-	2.16 (6.62)	-	2.16 (6.62)
D-Link Corporation	110.91 (116.84)	-	-	-	110.91 (116.84)
Others	-	-	-	-	-
Amount due from					
D-Link International Pte. Ltd	-	-	-	-	-
D-Link Middle East-FZCO	-	-	-	-	-
D-Link International (Singapore)	-	-	-	-	-
Mr. Tushar Sighat	-	-	-	-	-
Other	-	-	-	-	-

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, 2018. Management believes that the Company's international transactions with related parties where control exists post March 2018 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.

39. Specified bank notes (SBN)

The disclosure regarding details of specified bank notes held and transacted during November 08, 2016 and December 30, 2016 has not been made since the requirement does not pertain to financial year ended March 31, 2019 and March 31, 2018.

As per our report of even date attached

For B S R & Co. LLP

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

Aniruddha Godbole

Partner
 Membership No. 105149

Mumbai, dated: 25th May, 2019

For and on behalf of the Board of Directors of D-Link (India) Ltd.

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar

Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

Satish Godbole

Director
 DIN No.: 02596364

Shrinivas Adikesar

Company Secretary
 Membership No.: A20908

Consolidated
Financial Statements



Independent Auditors' Report

TO THE MEMBERS OF D-LINK (INDIA) LIMITED

Report on the Audit of 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 2019, 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, and based on the consideration of report of other auditors on separate financial statements of such subsidiary, 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 2019, 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 Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Contingent liability -See note 35(i) to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>As at 31 March 2019, the Holding Company is having pending litigation under Customs as disclosed in Note No. 36(i) to the consolidated financial statements.</p> <p>We focused on this area as eventual outcome of the claims is uncertain and position taken by the management is based on the application of material judgment and estimation. Accordingly, unexpected adverse outcome could significantly impact Group's profit and balance sheet</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - We discussed the status of significant and potential litigations with management who have knowledge of these matters and where relevant we also obtained formal confirmation from the Company's external consultants. - Use of our own specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities. - Considering the adequacy of the disclosure made in relation to matter.

Revenue recognition: Refer Note 2.2(d) for accounting policy and Note 21 for revenue

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 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 and there is a risk of revenue being fraudulently overstated arising from pressure to achieve performance targets as well as meeting external expectations.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - Assessing the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Testing the design, implementation and operating effectiveness of the Group's general IT controls and key IT application/manual controls over the Group's systems which govern recording of revenue in the general ledger accounting system. - Performing substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year (and before and after the financial year) by verifying the underlying documents, which included sales invoices/contracts and delivery/shipping documents. - Assessing manual journals posted to revenue to identify unusual items. - Evaluating the adequacy of the financial statement disclosures, including disclosures of key assumptions, judgements and sensitivities.

Independent Auditors' Report

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 financial statements and our auditors' 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 and based on the audit report of other auditors, 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.

Responsibilities of Management and Those Charged with Governance 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 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 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 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 management 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 is 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 management.
- Conclude on the appropriateness of management's 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 (company and subsidiary) 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (b) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in sub-paragraph (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entity 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 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.

Other Matters

- (a) The audited consolidated financial statements of the Group for the corresponding year ended 31 March 2018, included in these consolidated financial statements, have been audited by the predecessor auditors whose audit report dated 29 May 2018 expressed an unmodified opinion on those audited consolidated financial statements
- (b) We did not audit the financial statement of one subsidiary, whose financial statements reflect total assets of ₹1,297.79 lakhs as at 31 March 2019, total revenues of ₹1,639.77 lakhs and net cash outflows amounting to Rs 23.33 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of such subsidiary, as noted in the 'Other Matters' paragraph, 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 and the report of the other auditors.
- 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 as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company, none of the directors of the Group companies, is disqualified as on 31 March 2109 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 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 and based on the consideration of the report of the other auditors on separate financial statement of the subsidiary, as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 36 to the consolidated financial statements.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019.
- iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary company during the year ended 31 March 2019.
- iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019. Refer Note 41 to the consolidated financial statements.
- C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditors of such subsidiary company which were not audited by 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) which are required to be commented upon by us.

Mumbai
25 May 2019

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

Aniruddha Godbole
Partner
Membership No.105149

Annexure “A” to the Independent Auditors’ Report

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

(Referred to in paragraph (A)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 Holding Company as of and for the year ended 31 March 2019, 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 under the Companies Act, 2013 which is its subsidiary company as of that date.

In our opinion, the Holding Company and such Company 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 2019, 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, 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 and the audit evidence obtained by the other auditors of the relevant subsidiary company in terms of their reports referred to in the Other Matters paragraph below, 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 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 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 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one subsidiary company, is based on the corresponding report of the auditors of such company.

Mumbai
25 May 2019

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

Aniruddha Godbole
Partner
Membership No.105149

Consolidated Balance Sheet

as at March 31, 2019

(Currency: ₹ in Lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3	1,683.92	1,780.74
(b) Goodwill	4	1,534.96	1,534.96
(c) Other intangible assets	3(A)	3.41	6.50
(d) Financial assets			
(i) Other financial assets	5	97.50	157.27
(e) Deferred Tax Assets (net)	6	534.49	684.24
(f) Current tax assets (net)	7	13.68	5.24
(g) Other non-current assets	8	19.39	88.35
Total Non-current Assets		3,887.35	4,257.30
Current Assets			
(a) Inventories	9	8,287.79	6,439.99
(b) Financial assets			
(i) Other Investments	10	700.79	400.32
(ii) Trade receivables	11	18,535.33	17,195.81
(iii) Cash and cash equivalents	12	1,073.07	1,617.79
(iv) Bank balances other than (iii) above	13	642.43	252.35
(v) Other financial assets	5	96.15	36.20
(c) Other current assets	8	971.45	698.66
Total Current Assets		30,307.01	26,641.12
Total Assets		34,194.36	30,898.42
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	710.10	710.10
(b) Other Equity	15	20,278.13	17,842.73
Equity attributable to owners of the Company		20,988.23	18,552.83
Non-controlling Interests		0.11	0.08
Total Equity		20,988.34	18,552.91
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities	16	26.99	14.45
(b) Provisions	17	40.16	39.44
Total Non-current Liabilities		67.15	53.89
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	18		
(A) total outstanding dues of micro enterprises and small enterprises; and		140.23	1,173.43
(B) total outstanding dues of creditors other than micro enterprises and small enterprises; and		11,851.39	10,725.90
(ii) Other financial liabilities	16	26.29	11.90
(b) Other current liabilities	19	960.73	183.46
(c) Provisions	17	47.57	49.12
(d) Current tax liabilities (Net)	20	112.66	147.81
Total Current Liabilities		13,138.87	12,291.62
Total Liabilities		13,206.02	12,345.51
Total Equity and Liabilities		34,194.36	30,898.42

Summary of significant accounting policies 2
 See accompanying notes to the consolidated financial statements. 3-42

As per our report of even date attached

For B S R & Co. LLP

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

Aniruddha Godbole

Partner
 Membership No. 105149
 Mumbai, dated: 25th May, 2019

**For and on behalf of the Board of Directors
 of D-Link (India) Ltd.**

CIN: L72900GA2008PLC005775

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

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, 2019

(Currency: ₹ in Lakhs)

Particulars	Notes	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
I. Revenue from Operations	21	71,570.16	64,368.66
II. Other income	22	202.43	294.85
III. Total Income (I+II)		71,772.59	64,663.51
IV. Expenses			
Purchases of Stock-in-trade	23	60,159.08	54,314.04
Changes in inventories of Stock-in-trade	24	(1,847.80)	51.90
Employee benefits expense	25	3,586.43	3,927.72
Finance costs	26	9.39	85.79
Depreciation and amortisation expense	3-3A	126.57	142.39
Other expenses	27	5,074.96	4,250.84
Total expenses		67,108.63	62,772.68
V. Profit before exceptional items and tax (III-IV)		4,663.96	1,890.83
VI. Exceptional items	36(i)	529.03	-
VII. Profit before tax (V-VI)		4,134.93	1,890.83
VIII. Tax expense			
Current tax	28	1,350.29	994.09
Deferred tax	6	147.98	(329.31)
Excess provision for tax in respect of earlier years written back	28	(7.91)	(43.18)
		1,490.36	621.60
IX. Profit for the year (VII-VIII)		2,644.57	1,269.23
X. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plan		6.64	142.56
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1.77)	(47.61)
Total other comprehensive income (net of taxes)		4.87	94.95
XI. Total comprehensive income for the year (IX+X)		2,649.44	1,364.18
Profit for the period attributable to:			
- Owners of the Company		2,644.54	1,269.21
- Non-controlling interests		0.03	0.02
		2,644.57	1,269.23
Other comprehensive income for the period attributable to:			
- Owners of the Company		4.87	94.95
- Non-controlling interests		-	-
		4.87	94.95
Total comprehensive income for the period attributable to:			
- Owners of the Company		2,649.41	1,364.16
- Non-controlling interests		0.03	0.02
		2,649.44	1,364.18
XII. Earnings per equity share (EPS)	29		
(Face value of ₹ 2/- per share)			
Basic and diluted (in ₹)		7.45	3.57

Summary of significant accounting policies 2
 See accompanying notes to the consolidated financial statements. 3-42

As per our report of even date attached

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

Aniruddha Godbole
 Partner
 Membership No. 105149

Mumbai, dated: 25th May, 2019

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

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

Satish Godbole
 Director
 DIN No.: 02596364

Shrinivas Adikesar
 Company Secretary
 Membership No.: A20908

Consolidated Statement of Cash Flows

for the year ended March 31, 2019

(Currency: ₹ in Lakhs)

	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Cash flows from operating activities		
Profit for the year	4,134.93	1,890.83
Adjustments for:		
Finance costs	9.39	85.79
(Gain) / Loss on disposal of property, plant and equipment (net)	(1.60)	3.71
Profit on sale of current investments (non-trade)	(79.05)	(15.63)
Mark to Market - Investments measured at FVTPL	8.53	(0.32)
Bad debts written off	-	29.90
Sundry balances written back	(11.17)	-
Deposits written off	-	2.92
Provision no longer required reversed	-	(30.13)
Interest income on fixed deposits with banks	(52.06)	(29.16)
Interest income on others	(0.10)	(4.25)
Provisions for doubtful debts and advances	45.87	162.02
Depreciation and amortisation	126.57	142.39
Unrealised exchange differences	34.32	5.88
	4,215.63	2,243.95
Adjustments for:		
(Increase) in trade and other receivables	(1,362.36)	(2,676.48)
(Increase) / decrease in inventories	(1,847.80)	51.90
Decrease in other non-current assets	56.05	73.46
Decrease in other non-current financial assets	59.77	8.52
(Increase) in other current financial assets	(49.67)	(2.86)
(Increase) / decrease in other current assets	(273.87)	299.19
Increase in trade and other payables	59.02	4,437.87
(Decrease) / Increase in current provisions	(1.55)	11.05
Increase / (decrease) in other current financial liabilities	5.86	(54.83)
Increase in other non-current financial liabilities	12.54	4.10
Increase / (decrease) in other current liabilities	784.99	(102.63)
Increase / (decrease) in non-current provisions	0.72	(4.09)
	(2,556.30)	2,045.20
Cash generated from operations	1,659.33	4,289.15
Income taxes paid	(1,390.45)	(899.08)
	268.88	3,390.07
Net cash generated from operating activities (A)		
Cash flows from investing activities		
Payments for purchase of Investments in mutual funds	(65,675.00)	(20,215.00)
Proceeds on sale of Investments in mutual funds	65,453.58	19,830.63
Interest received	41.88	19.02
Payments for purchases of property, plant and equipment	(49.81)	(88.48)
Proceeds on sale of property, plant and equipment	24.75	14.91
Bank deposits placed	(389.76)	(173.77)
Payments for purchases of intangible assets	-	(1.93)
	(594.36)	(614.62)
Net cash (used in) investing activities (B)		
Cash flows from financing activities		
Dividends paid (including Corporate Dividend tax)	(214.33)	(213.74)
Interest paid	(4.91)	(85.79)
	(219.24)	(299.53)
Net cash (used in) financing activities (C)		
Net (decrease) / increase in cash and cash equivalents (D)=(A)+(B)+(C)	(544.72)	2,475.92
Cash and cash equivalents at the beginning of the year (E)	1,617.79	(858.13)
Cash and cash equivalents at the end of the year (D)+(E) (Refer Note 12)	1,073.07	1,617.79

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

Aniruddha Godbole

Partner

Membership No. 105149

Mumbai, dated: 25th May, 2019

**For and on behalf of the Board of Directors
of D-Link (India) Ltd.**

CIN: L72900GA2008PLC005775

Tushar Sighat

Managing Director & CEO

DIN No.: 06984518

C. M. Gaonkar

Chief Financial Officer

Membership No.: 40748

Mumbai, dated: 25th May, 2019

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, 2019

(Currency: ₹ in Lakhs)

a) Equity share capital	Notes	As at March 31, 2019	As at March 31, 2018
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

(₹ in Lakhs)

(b) Other equity	Notes	Securities premium reserve	General reserve	Retained earnings	Total Other equity	Non Controlling Interest	Total
As at April 1, 2017	15	3,591.34	1,022.81	12,078.11	16,692.26	0.06	16,692.32
Profit for the year				1,269.21	1,269.21	0.02	1,269.23
Other comprehensive income for the year, net of tax				94.95	94.95	0.00	94.95
Total comprehensive income for the year ended March 31, 2018		-	-	1,364.16	1,364.16	0.02	1,364.18
Dividend Paid				(177.55)	(177.55)	-	(177.55)
Corporate tax on Dividends				(36.14)	(36.14)	-	(36.14)
As at March 31, 2018	15	3,591.34	1,022.81	13,228.58	17,842.73	0.08	17,842.81
Profit for the year				2,644.54	2,644.54	0.03	2,644.57
Other comprehensive income for the year, net of tax				4.87	4.87	0.00	4.87
Total comprehensive income for the year ended March 31, 2019		-	-	2,649.41	2,649.41	0.03	2,649.44
Dividend Paid				(177.52)	(177.52)	-	(177.52)
Corporate tax on Dividends				(36.49)	(36.49)	-	(36.49)
As at March 31, 2019	15	3,591.34	1,022.81	15,663.98	20,278.13	0.11	20,278.24

See accompanying notes forming part of the 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

Aniruddha Godbole
 Partner
 Membership No. 105149

Mumbai, dated: 25th May, 2019

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

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

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, 2019

(Currency: ₹ in Lakhs)

1 Background

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, 2019 were approved by the Board of Directors and authorised for issue on May 25, 2019.

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, 2019 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, 2019	% holding as at March 31, 2018
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.

f 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, 2019 is included in the following notes:

Notes forming part of the Consolidated Financial Statements

- Note 6 - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note 31 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 36 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 9 - Provision for inventory obsolescence
- Note 11 - 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:

- Note 10 - Investments (Current)
- Note 34 - 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 ₹5000 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.

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.

Notes forming part of the Consolidated Financial Statements

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 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.

Interest income is accounted on accrual basis.

Dividend income is accounted for when the right to receive the same is established.

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.

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.

Notes forming part of the Consolidated Financial Statements

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.

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated balance sheet.

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.

Notes forming part of the Consolidated Financial Statements

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 Dividend

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.

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

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognised on a straight line basis over the term of the relevant lease, except where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Rental income from sub-leasing is generally recognised on a straight line basis over the term of the relevant lease, where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

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.

Notes forming part of the Consolidated Financial Statements

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, 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.

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. 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"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective from April 1, 2019:

Ind AS 116 - Leases

-The Group is required to adopt Ind AS 116, *Leases* from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, *Leases*.

Notes forming part of the Consolidated Financial Statements

The Group has completed an initial assessment of the potential impact on its consolidated financial statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the consolidated financial statements in the period of initial application is not reasonably estimable as at present.

The Group will recognise new assets and liabilities for its operating leases of offices and warehouse facilities. The nature of expenses related to those leases will now change because the Group will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities. Previously, the Group recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

In addition, the Group will no longer recognise provisions for operating leases that it assesses to be onerous. Instead, the Group will include the payments due under the lease in its lease liability and apply Ind AS 36, Impairment of Assets to determine whether the right-of-use asset is impaired and to account for any impairment.

No significant impact is expected for the Group's finance leases.

The Group plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax on consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its consolidated financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its consolidated financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its consolidated financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

Notes forming part of the Consolidated Financial Statements

3. Property, Plant and Equipments (PPE)

(Currency: ₹ in Lakhs)

Description of Assets	Plant & Machinery	Office Premises	Office Equipments	Furniture and fixtures	Electrical Installations	Vehicles	Total
I. Cost							
Balance as at April 01, 2018	34.93	1,537.84	257.51	145.18	15.83	69.59	2,060.88
Additions	1.27	-	23.81	0.93	-	23.80	49.81
Disposals	(0.17)	-	(13.81)	(4.67)	-	(23.80)	(42.45)
Balance as at March 31, 2019	36.03	1,537.84	267.51	141.44	15.83	69.59	2,068.24
II. Accumulated depreciation for the year							
Balance as at April 01, 2018	(5.72)	(56.56)	(149.93)	(53.55)	(5.88)	(8.50)	(280.14)
Depreciation for the year	(3.62)	(28.27)	(55.18)	(23.76)	(3.04)	(9.61)	(123.48)
Eliminated on disposal of assets	0.12	-	13.60	4.25	-	1.33	19.30
Balance as at March 31, 2018	(9.22)	(84.83)	(191.51)	(73.06)	(8.92)	(16.78)	(384.32)
Net block (I+II)	26.81	1,453.01	76.00	68.38	6.91	52.81	1,683.92
Description of Assets	Plant & Machinery	Office Premises	Office Equipments	Furniture and fixtures	Electrical Installations	Vehicles	Total
I. Cost							
Balance as at April 01, 2017	31.57	1,537.84	235.02	144.37	14.47	29.75	1,993.02
Additions	3.36	-	22.71	8.58	2.13	51.70	88.48
Disposals	-	-	(0.22)	(7.77)	(0.77)	(11.86)	(20.62)
Balance as at March 31, 2018	34.93	1,537.84	257.51	145.18	15.83	69.59	2,060.88
II. Accumulated depreciation for the year							
Balance as at April 01, 2017	(2.84)	(28.27)	(82.70)	(26.54)	(2.99)	(2.93)	(146.27)
Depreciation for the year	(2.88)	(28.29)	(67.39)	(28.00)	(2.97)	(6.34)	(135.87)
Eliminated on disposal of assets	-	-	0.16	0.99	0.08	0.77	2.00
Balance as at March 31, 2018	(5.72)	(56.56)	(149.93)	(53.55)	(5.88)	(8.50)	(280.14)
Net block (I+II)	29.21	1,481.28	107.58	91.63	9.95	61.09	1,780.74

Notes forming part of the Consolidated Financial Statements

3A. Other Intangible Assets

(Currency: ₹ in Lakhs)

Particulars	Amount
Computer Software	
Balance as at April 1, 2018	19.11
Additions during the year	-
Balance as at March 31, 2019	19.11
Accumulated amortisation	
Balance as at April 1, 2018	(12.61)
Amortisation expense for the year	(3.09)
Balance as at March 31, 2019	(15.70)
Net block	3.41

Particulars	Amount
Computer Software	
Balance as at April 1, 2017	17.18
Additions during the year	1.93
Balance as at March 31, 2018	19.11
Accumulated amortisation for 2017-2018	
Balance as at April 1, 2017	(6.09)
Amortisation expense for the year	(6.52)
Balance as at March 31, 2018	(12.61)
Net block	6.50

4. Goodwill

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cost or deemed cost	1,534.96	1,534.96
Total	1,534.96	1,534.96

5. Other financial assets (Unsecured, considered good)

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	97.50	157.27
Total	97.50	157.27

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	62.77	-
Excess remuneration recoverable from the Managing Director/Director	-	17.99
Other Advances	5.02	0.13
Interest accrued on deposits	28.36	18.08
Total	96.15	36.20

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

Notes forming part of the Consolidated Financial Statements

6. Deferred Tax Assets (net)

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

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax assets	738.68	877.48
Deferred tax liabilities	(204.19)	(193.24)
Net	534.49	684.24

For the year ended March 31, 2019

(Currency: ₹ in Lakhs)

Particulars	Opening balance	Recognised in the statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Provision for Inventory obsolescence	387.00	(133.45)	-	253.55
Provision for doubtful advances	19.71	36.32	-	56.03
Provision for doubtful debts	236.20	13.78	-	249.98
Defined benefit obligation	1.41	3.79	(1.77)	3.43
Disallowance under section 43B of Income Tax Act, 1961	27.68	(0.12)	-	27.56
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	203.65	(55.53)	-	148.12
Others	1.83	(1.82)	-	0.01
Deferred tax assets	877.48	(137.03)	(1.77)	738.68
Property, plant and equipment	(191.78)	(11.80)	-	(203.58)
Intangible assets	(1.46)	0.85	-	(0.61)
Deferred tax liabilities	(193.24)	(10.95)	-	(204.19)
Total	684.24	(147.98)	(1.77)	534.49

For the year ended March 31, 2018

(Currency: ₹ in Lakhs)

Particulars	Opening balance	Recognised in the statement of profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Provision for Inventory obsolescence	387.00	(133.45)	-	253.55
Provision for Inventory obsolescence	196.37	190.63	-	387.00
Provision for doubtful advances	20.68	(0.97)	-	19.71
Provision for doubtful debts	189.36	46.84	-	236.20
Defined benefit obligation	4.02	45.00	(47.61)	1.41
Disallowance under section 43B of Income Tax Act, 1961	27.88	(0.20)	-	27.68
Expenses disallowed pursuant to Section 40 (i) (a) of Income Tax Act, 1961	148.87	54.78	-	203.65
Others	1.93	(0.10)	-	1.83
Deferred tax assets	589.11	335.98	(47.61)	877.48
Property, plant and equipment	(184.23)	(7.55)	-	(191.78)
Intangible assets	(2.34)	0.88	-	(1.46)
Deferred tax liabilities	(186.57)	(6.67)	-	(193.24)
Total	402.54	329.31	(47.61)	684.24

7. Current tax assets (net)

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance Income tax assets (net)		
Advance payment of taxes	235.06	100.51
Less : Provision for Income tax	(221.38)	(95.27)
Total	13.68	5.24

Notes forming part of the Consolidated Financial Statements

8. Other assets

Non Current

(Currency: ₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<u>Recoverable from government authorities</u>		
Unsecured considered good	19.39	88.35
Unsecured considered doubtful	56.96	56.96
Less : Provision	(56.96)	(56.96)
<u>Advances to suppliers</u>		
Unsecured, considered doubtful	12.91	-
Less : Provision	(12.91)	-
Total	19.39	88.35

Current

(Currency: ₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Unsecured, Considered good		
Receivable on behalf of Principal	268.43	430.98
Customs and other duties recoverable	414.70	45.81
Forward contract asset	-	0.44
Advances to suppliers	104.18	51.83
Advance to employees	6.95	7.47
Prepaid expenses	115.25	107.43
Gratuity-Defined benefit assets (Refer note 31)	23.31	54.70
Recoverable from government authorities	38.63	-
Total	971.45	698.66

9. Inventories

(Currency: ₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Inventories (lower of cost and net realisable value)		
Stock-in-trade - Networking products	5,857.60	5,903.11
Stock-in-trade - Networking products - Goods-in-transit	2,430.19	536.88
Total	8,287.79	6,439.99

The cost of stock-in-trade reduced by ₹ 392.57 Lakhs in respect of reversal of write-down (net) of net realisable value. In year ended at March 31, 2018, ₹ 550.81 Lakhs recognised as an expense in respect write-downs (net).

10. Other investments

Current Investments

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Qty	Amount	Qty	Amount
Unquoted Investments				
Investment in mutual funds (at fair value through profit and loss)				
Essel Liquid Fund - Direct Plan Growth	-	-	20,921.24	400.32
Aditya Birla Sun Life Liquid Fund - Growth - Direct	66,642.36	200.22	-	-
ICICI Prudential Liquid Fund - Direct Plan Growth	72,430.31	200.21	-	-
UTI Liquid Cash Plan - Direct Growth Plan	3,060.74	300.36	-	-
Total		700.79		400.32

Aggregate amount of impairment in the value of investments

Notes forming part of the Consolidated Financial Statements

11. Trade receivables

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Unsecured, considered good		
- from related parties	99.31	145.66
- from others	18,436.02	17,050.15
(b) Credit impaired	716.15	683.19
Provision for Credit impaired	(716.15)	(683.19)
Total	18,535.33	17,195.81

* Refer Note 40 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.

As at March 31, 2019, the carrying amount of the Group's most significant customers is ₹ 9,494.42 Lakhs (March 31, 2018 : ₹ 8,309.06 Lakhs)

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2019

(Currency: ₹ in Lakhs)

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	15,336.25	0.00%	-
1 to 90 days past due	3,163.49	0.00%	-
91 to 180 days past due	6.07	64.09%	3.89
181 to 270 days past due	78.53	58.04%	45.58
271 to 360 days past due	2.32	80.00%	1.86
More than 360 days past due	664.82	100.00%	664.82
Total	19,251.48		716.15

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables as at March 31, 2018

(Currency: ₹ in Lakhs)

Particulars	Gross carrying amount	Weighted-average loss rate	Loss allowance provision
Within the credit period	14,165.05	0.00%	-
1 to 90 days past due	2,772.52	0.00%	-
91 to 180 days past due	296.71	14.27%	42.33
181 to 270 days past due	6.28	38.50%	2.42
271 to 360 days past due	-	0.00%	-
More than 360 days past due	638.44	100.00%	638.44
Total	17,879.00		683.19

12. Cash and cash equivalents

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	0.18	0.08
Balances with Banks in current accounts	742.93	1,263.72
Balance with Bank in deposits with maturity of less than 3 months	329.96	353.99
Total	1,073.07	1,617.79

Notes forming part of the Consolidated Financial Statements

13. Other bank balances

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Earmarked balances		
- Unpaid dividend accounts	8.90	8.58
- Balance with bank in deposits with maturity of upto 12 months	623.44	243.77
- Fixed Deposits given as security against Bank Guarantees	10.09	-
Total	642.43	252.35

14. Equity Share Capital

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised Share capital :		
70,000,000 (March 31, 2018 : 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, 2018 : 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, 2019	As at March 31, 2018
	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 shares held by the Holding Company

Particulars	As at March 31, 2019	As at March 31, 2018
	Number of shares	Number of shares
D-Link Holding Mauritius Inc.	18,114,663	18,114,663

iv. Details of shares held by each shareholder holding more than 5% shares

As at March 31, 2019

Name of Shareholders	Number of shares held	% holding in the class of shares
<u>Fully paid equity shares</u>		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,730,000	7.69%

As at March 31, 2018

Name of Shareholders	Number of shares held	% holding in the class of shares
<u>Fully paid equity shares</u>		
D-Link Holding Mauritius Inc., holding company	18,114,663	51.02%
Mukesh Tirthdas Lulla	2,618,773	7.38%

v. Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the period of five years immediately preceding the date of the Balance Sheet are as under :

5,500,000 Equity shares fully paid up issued to the shareholders and promoters of TeamF1 Networks Private Limited (TeamF1) on preferential allotment basis on May 29, 2014 pursuant to share swap agreement.

Notes forming part of the Consolidated Financial Statements

15. Other Equity

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
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
Retained earnings - Refer note (iii) below		
Balance at the beginning of the year	13,228.58	12,078.11
Add : Transferred from statement of profit and loss	2,644.54	1,269.21
Add : Transferred from other comprehensive income	4.87	94.95
Less : Dividend	177.52	177.55
Less : Tax on dividends distributed during the year	36.49	36.14
Balance at the end of the year	15,663.98	13,228.58
Total	20,278.13	17,842.73

(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

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	26.99	14.45
Total	26.99	14.45

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Unclaimed dividends	8.90	8.58
(b) Others :-		
- Forward Contract Liability	8.09	-
- Security Deposits	9.30	3.32
Total	26.29	11.90

17. Provisions

Non-Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee benefits		
- Provision for compensated absences	40.16	39.44
Total	40.16	39.44

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Employee benefits		
- Provision for compensated absences	47.57	49.12
Total	47.57	49.12

Notes forming part of the Consolidated Financial Statements

18. Trade payables

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro and small enterprises (Refer note below)	140.23	1,173.43
Total outstanding dues of creditors other than micro and small enterprises	11,851.39	10,725.90
Total	11,991.62	11,899.33

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

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:

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) the principal amount remaining unpaid as on year end.	140.23	1,173.43
(ii) the amount of interest due thereon remaining unpaid as on year end.	-	0.17
(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.	-	0.17
(v) the amount of interest accrued and remaining unpaid as on year end and	-	0.17
(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.	-	0.17

19. Other current liabilities

Current

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Advances from customers	5.91	7.76
(b) Provision for gratuity (Refer note 31)	12.33	5.11
(c) Others		
- Statutory dues	691.18	149.19
- Disputed demand of Value Added Tax / Central Sales Tax	21.40	21.40
- Other liabilities	229.91	-
Total	960.73	183.46

20. Current tax liabilities (net)

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current tax liabilities		
Provision for Income tax	3,066.29	3,206.07
Less: Advance payment of taxes	(2,953.63)	(3,058.26)
Total	112.66	147.81

Notes forming part of the Consolidated Financial Statements

21. Revenue from operations

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Sales of Networking Products	69,820.88	62,459.70
(b) Sales of services relating to network security software	1,683.31	1,795.76
(c) Other operating revenues		
- Export benefits	11.55	103.32
- Others	54.42	9.88
Total	71,570.16	64,368.66

For the year ended March 31, 2019, revenues from sales of Networking products to most significant customer is ₹ 20,983.44 Lakhs (year ended March 31, 2018 : ₹18,568.35 Lakhs).

Refer Note 37 for disaggregation of revenue.

Reconciliation of revenue recognized with the contracted price is as follows:

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Contracted Price	73,984.85	65,904.15
Reductions towards variable consideration components	(2,414.69)	(1,535.49)
Revenue recognised	71,570.16	64,368.66

The reduction towards variable consideration comprises of volumn discounts, rebates etc.

22. Other Income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
a) Interest income		
- On fixed deposits with banks	52.06	29.16
- From others	0.10	4.25
b) Other Non-Operating Income		
- Operating sub-lease rental income	52.94	16.14
- Provision no longer required reversed	-	30.13
- Sundry balances written back	11.17	-
- Miscellaneous income	0.34	7.71
c) Other gains		
- Net gain on disposal of property, plant and equipment	1.63	-
- Net gain on foreign currency transactions and translations	5.14	191.51
- Mark to Market - Investments measured at FVTPL	-	0.32
- Net Gain on sale of current investments designated as FVTPL	79.05	15.63
Total	202.43	294.85

23. Purchase of stock-in-trade

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Purchase of Stock-in-Trade - Networking products	60,159.08	54,314.04
Total	60,159.08	54,314.04

24. Changes in inventories of stock-in-trade

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Closing stock - Networking products	8,287.79	6,439.99
Less : Opening stock - Networking products	6,439.99	6,491.89
Total	(1,847.80)	51.90

Notes forming part of the Consolidated Financial Statements

25. Employee benefits expense

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries, Wages and Bonus	3,361.51	3,650.49
Contribution to provident and other funds (Refer note 31)	119.08	180.94
Staff Welfare Expenses	105.84	96.29
Total	3,586.43	3,927.72

26. Finance costs

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest		
- On cash credit accounts	4.87	62.14
- On delayed payments of Income-tax / service tax	4.52	23.45
- On others	-	0.20
Total	9.39	85.79

27. Other expenses

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Power and fuel	92.34	100.03
Rent expense	460.93	462.12
Travelling and conveyance	243.57	247.64
Legal and consultation fees	313.73	180.06
Audit Fees (Refer note below)	45.28	61.34
Rates and taxes	38.54	60.03
Repairs and Maintenance - others	217.10	237.11
Communication expenses	83.04	107.25
Insurance	130.25	163.09
Advertisement and sales development expenses	1,520.78	1,112.20
Freight Outward	817.81	670.84
Servicing expenses	464.81	284.65
Packing material consumption	82.06	88.20
Directors sitting fees	23.25	19.00
Corporate Social Responsibility expenses (Refer note 38)	45.00	47.97
Provisions for doubtful debts and advances	45.87	162.02
Loss on disposal of property, plant and equipment (net)	0.03	3.71
Bad debts written off	-	29.90
Net loss on foreign currency transactions and translations	58.07	4.21
Mark to Market - Investments measured at FVTPL	8.53	-
Sub license fee	-	65.16
Deposit written off	-	2.92
Net loss on agency business	208.72	-
Miscellaneous expenses	175.25	141.39
Total	5,074.96	4,250.84

Note:

(Currency: ₹ in Lakhs)

Payments to auditors	For the year ended March 31, 2019	For the year ended March 31, 2018
a) For audit		
- For statutory audit	25.00	23.00
- For limited review	6.00	6.00
b) For taxation matters	-	3.50
c) For other services	13.25	27.00
d) For reimbursement of expenses	1.03	1.84
Total	45.28	61.34

Notes forming part of the Consolidated Financial Statements

28. Income taxes

i. Income tax recognised in consolidated statement of profit or loss

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Current tax		
In respect of the current year	1,350.29	994.09
Excess provision for tax in respect of earlier years written back	(7.91)	(43.18)
	1,342.38	950.91
Deferred tax	147.98	(329.31)
	147.98	(329.31)
Total income tax expense recognised in the current year	1,490.36	621.60

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Profit before tax	4,134.93	1,890.83
Income tax expense calculated at effective tax rate	1,416.41	632.13
Effect of expenses that are not deductible in determining taxable profit		
Corporate Social Responsibility expenses	15.72	16.60
Disallowance u/s 14A of Income Tax Act, 1961	6.92	6.85
Others	59.22	9.20
	1,498.27	664.78
Adjustments recognised in the current year in relation to the current tax of prior years	(7.91)	(43.18)
Income tax expense recognised in consolidated statement of profit or loss	1,490.36	621.60

ii. Income tax recognised in other comprehensive income

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
On account of re-measurement of defined benefit obligation	1.77	47.61
Total income tax recognised in other comprehensive income	1.77	47.61
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to profit or loss	1.77	47.61
Items that may be reclassified to profit or loss	-	-

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, 2019	For the year ended March 31, 2018
Net Profit after tax (₹ in Lakhs)	2,644.54	1,269.21
Weighted average number of Equity Shares outstanding during the year	35,504,850	35,504,850
Basic and diluted earnings per share (₹)	7.45	3.57
Nominal value per share (₹)	2.00	2.00

Notes forming part of the Consolidated Financial Statements

30. Dividend on Equity shares

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash dividend on Equity shares declared and paid :		
Final dividend for the year March 31, 2018: ₹ 0.50 per share (March 31, 2017: ₹ 0.50 per share)	177.52	177.55
Dividend distribution tax on final dividend	36.49	36.14
Proposed dividends on Equity shares:		
Proposed cash dividend for the year March 31, 2019: ₹ 1 per share (March 31, 2018: ₹ 0.50 per share)	355.04	177.52
Dividend distribution tax on final dividend	72.98	36.49

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 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 ₹ 68.73 Lakhs (Previous Year ended March 31, 2018: ₹ 75.97 Lakhs) towards Provident Fund contribution and ₹ 7.62 Lakhs (Previous Year ended March 31, 2018: ₹ 9.58 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 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, 2019	As at March 31, 2018
Discount rate(s)	7.32% to 7.66%	7.58% to 7.64%
Expected rate(s) of salary increase	8% to 10%	8% to 10%
Mortality rates	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of employee turnover	5%-15%	5%-15%

Discount Rate

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet 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.

Notes forming part of the Consolidated Financial Statements

Amounts recognised in consolidated statement of profit and loss in respect of these defined benefit plans are as follows.

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Current service cost	54.34	68.96
Past service cost	-	36.47
Net interest expense	(3.99)	(0.46)
Components of defined benefit costs recognised in statement of profit or loss	50.35	104.97

(Currency: ₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Other Comprehensive Income (OCI)		
Return on plan assets (excluding amounts included in net interest expense)	14.76	5.69
Actuarial (gains) / losses recognised for the period	(21.40)	(148.25)
Components of defined benefit costs recognised in other comprehensive income	(6.64)	(142.56)

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:

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Present value of funded defined benefit obligation	330.82	319.06
Fair value of plan assets	(341.80)	(368.65)
Net liability arising from defined benefit obligation	(10.98)	(49.59)

Movements in the present value of the defined benefit obligation are as follow:

(Currency: ₹ in Lakhs)

Particulars	As at and for the year ended March 31, 2019	As at and for the year ended March 31, 2018
Opening defined benefit obligation	319.06	356.67
Current service cost	54.34	68.96
Interest cost	22.65	25.05
Actuarial Gains on obligation	(21.40)	(148.25)
Past service cost	-	36.47
Benefits paid	(43.83)	(19.84)
Closing defined benefit obligation	330.82	319.06

Movements in the fair value of the plan assets are as follows:

(Currency: ₹ in Lakhs)

Particulars	As at and for the year ended March 31, 2019	As at and for the year ended March 31, 2018
Opening fair value of plan assets	368.65	356.53
Adjustment to opening fair value of Plan Asset	-	-
Interest income	26.64	25.51
Return on plan assets (excluding amounts included in net interest expense)	(14.76)	(5.69)
Contributions from the employer	5.10	12.15
Benefits paid	(43.83)	(19.85)
Closing fair value of plan assets	341.80	368.65

Notes forming part of the Consolidated Financial Statements

(Currency: ₹ in Lakhs)

Particulars	For the year ended	For the year ended
	March 31, 2019	March 31, 2018
Insurer Managed Funds	100%	100%

The weighted average remaining duration of the defined benefit obligation as at March 31, 2019 is 12.77 years (as at March 31, 2018 : 13.11 years) and for the Subsidiary Company is 7.64 years (as at March 31, 2018 : 7.64 years)

(₹ in Lakhs)

Sensitivity Analysis	2018-19	2017-18
Projected Benefit Obligation on Current Assumptions	330.82	319.06
Delta effect of +1% change in Rate of Discounting	(34.18)	(33.74)
Delta effect of -1% change in Rate of Discounting	41.31	40.86
Delta effect of +1% change in Rate of Salary increase	31.73	31.92
Delta effect of -1% change in Rate of Salary increase	(29.09)	(28.94)
Delta effect of +1% change in Rate of Employee Turnover	(1.75)	(1.97)
Delta effect of -1% change in Rate of Employee Turnover	1.85	2.10

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

(Currency: ₹ in Lakhs)

Particulars	Gratuity	
	March 31, 2019	March 31, 2018
Expected contribution to defined benefit plan	14.96	17.65

32. 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

(Currency: ₹ in Lakhs)

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Financial assets		
Measured at fair value through profit or loss (FVTPL)		
Investment in mutual fund (unquoted)	700.79	400.32
Measured at amortised cost		
(a) Cash and cash equivalents	1,073.07	1,617.79
(b) Bank balances other than (a) above	642.43	252.35
(c) Trade receivables	18,535.33	17,195.81
(d) Other financial assets	193.65	193.47
Financial liabilities		
Measured at fair value through profit or loss (FVTPL)		
Other financial liabilities	8.09	-
Measured at amortised cost		
(a) Trade payables	11,991.62	11,899.33
(b) Other financial liabilities	53.28	26.35

33. Financial risk management objectives

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.

Notes forming part of the Consolidated Financial Statements

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 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, 2019.

(Currency: ₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial liabilities			
Trade payables	11,991.62	11,991.62	-
Deposits received	36.29	9.30	26.99
Other financial liabilities	16.99	16.99	-

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2018.

(Currency: ₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1-5 years
Financial Liabilities			
Trade payables	11,899.33	11,899.33	-
Deposits received	17.77	3.32	14.45
Other financial liabilities	8.58	8.58	-

Financing facilities

(Currency: ₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured bank cash credit facility:		
i) amount used	-	-
ii) amount unused	3,500.00	4,000.00
Total	3,500.00	4,000.00
Secured non funded facilities from bank:		
i) amount used	1,281.23	955.00
ii) amount unused	718.77	545.00
Total	2,000.00	1,500.00

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.

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, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Currency USD	5,251,279	9,187,835	143,622.00	520,377
Currency INR in Lakhs	3,631.78	5,984.36	99.31	338.95

Notes forming part of the Consolidated Financial Statements

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, 2019	As at March 31, 2018
Impact on profit or loss for the year	176.62	282.26
Impact on total equity as at the end of the year	176.62	282.26

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, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Buy Currency								
Less than 3 months	69.65	-	1,950,000	-	1,358.26	-	(8.09)	-
Sell Currency								
Less than 3 months	-	65.59	-	1,092,400	-	716.52	-	0.44

34. Fair value measurements

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 period. 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 as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2019	March 31, 2018		
Investments in Mutual funds	700.79	400.32	Level 1	The mutual fund investments at closing NAV provided by the fund.
Financial Liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2019	March 31, 2018		
Forward foreign currency contracts	8.09	-	Level 2	The Forward foreign currency contracts are valued at Mark to market values provided by banks with whom the Group contracts.

Notes forming part of the Consolidated Financial Statements

35. Operating lease arrangements

The Group as lessee

The Group has taken premises on cancellable operating lease basis. The tenure of the agreement ranges from 24 to 60 months. There are no renewal and escalation clauses in these agreements.

The lease rentals for the year charged to revenue are ₹ 460.93 lakhs (for the year ended March 31, 2018: ₹ 462.12 Lakhs)

The Group as lessor (sub lease)

The Group has given premises on cancellable operating lease basis. The tenure of the agreement is for 12 months.

The lease rentals for the year recorded to revenue is ₹ 52.94 Lakhs (for the year ended March 31, 2018: ₹ 16.14 Lakhs)

36. Contingent liabilities

- (i) Based on an enquiry conducted by the officials from the customs department (Directorate of Revenue Intelligence) ("DRI"), during the year, the Group provided ₹ 529.03 lakhs towards differential customs duty (including interest thereon) on account of alleged misclassification of certain products imported by the Group during earlier years. The provision made by the Group has been disclosed as an exceptional item in the consolidated statement of profit and loss.

Subsequent to the year end, a show cause notice ("SCN") was issued by DRI demanding duty of ₹ 793.04 lakhs and interest ₹ 385.46 lakhs (excluding penalty thereon) for a few products. The Group is in the process of responding to the aforesaid SCN. The differential amount of ₹ 649.47 lakhs is disclosed as a contingent liability.

- (ii) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshni Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in consolidated financial statements.

37. 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.

Revenue as per geography segment is as follows :

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
India	68,665.95	60,386.10
Outside India	2,838.24	3,869.36
Total	71,504.19	64,255.46

38. Corporate Social Responsibility

- (a) Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof: ₹ 45 Lakhs (March 31, 2018: ₹ 47.97 Lakhs)

- (b) Gross amount required to be spent during the year: ₹ 53.36 Lakhs (March 31, 2018: ₹ 63.87 Lakhs).

39. Transition to New Standards - Ind AS 115 Revenue from contracts with customers

Ind AS 115 Revenue from contracts with customers was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exception, to all revenue arising from contracts with its customers. Under Ind AS 115, revenue is recognised when a customer obtains control of goods or services. The Group has adopted Ind AS 115 with full retrospective effect (using practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. April 01, 2018. Accordingly, the comparative information i.e. information for the year ended March 31, 2018 has been restated. Accordingly, the disclosure requirements in Ind AS 115 have generally been applied to comparative information.

The following table summarise the impacts of adopting Ind AS 115 on the Group's financial statement for the year ended on March 31, 2018.

(a) Balance sheet:

Particulars	Notes	As reported in previous year	Effect on adoption of Ind AS 115	Amounts with adoption of Ind AS 115
<i>(Currency: ₹ in Lakhs)</i>				
As at April 01, 2018:				
Total assets		26,542.80	-	26,542.80
Total equity		17,402.42	-	17,402.42
Total liabilities		9,140.38	-	9,140.38
As at March 31, 2018:				
Total assets		30,898.42	-	30,898.42
Total equity		18,552.91	-	18,552.91
Total liabilities		12,345.51	-	12,345.51

Notes forming part of the Consolidated Financial Statements

(b) Statement of profit and loss for the year ended 31 March, 2018:
(Currency: ₹ in Lakhs)

Particulars	Notes	As reported in previous year	Effect on adoption of Ind AS 115	Amounts with adoption of Ind AS 115
Revenue	21	65,904.15	(1,535.49)	64,368.66
Other expenses	27	5,786.33	(1,535.49)	4,250.84
Tax expense		621.60	-	621.60
Profit for the period		1,269.23	-	1,269.23
Total comprehensive income for the period		1,364.18	-	1,364.18

(c) Statement of cash flows for the year ended 31 March 2018:
(Currency: ₹ in Lakhs)

Particulars	As reported in previous year	Effect on adoption of Ind AS 115	Amounts with adoption of Ind AS 115
Net cash generated from operating activities	3,390.07	-	3,390.07
Net cash (used in) investing activities	(614.62)	-	(614.62)
Net cash (used in) financing activities	(299.53)	-	(299.53)
Net increase in cash and cash equivalents	2,475.92	-	2,475.92

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

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 Systems Inc.
TeamF1 Inc., USA

c) Key management personnel / Directors

Mr. Yao Chuan Yang (Gary Yang) (Upto November 1, 2017)
Mr. Tushar Sighat
Mr. Douglas Hsiao (Upto August 7, 2017)
Ms. Anny Wei (Upto August 3, 2018)
Mr. Rajaram Ajgaonkar
Mr. Satish Godbole
Mr. Anil Bakshi (Upto November 1, 2017)
Ms. Madhu Gadodia
Mr. Mukesh Lulla
Mr. Hung Yi Kao (W.e.f August 4, 2018)
Mr. Kuo Tsei (Upto July 14, 2017)
Mr. Rajaram Jadhav (W.e.f July 31, 2017)
Mr. C.M.Gaonkar
Mr. Ming Lin Chien (W.e.f September 18, 2017)

Notes forming part of the Consolidated Financial Statements

d) Details of transactions with related parties during the year;
(₹ in Lakhs)

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)	-	26.15	-	26.15
	(-)	(110.66)	(-)	(110.66)
D-Link International Pte. Ltd.	-	17,739.02	-	17,739.02
	(-)	(21,412.47)	(-)	(21,412.47)
D-Link Corporation	2.63	-	-	2.63
	(0.78)	(-)	(-)	(0.78)
Others	-	26.43	-	26.43
	(-)	(109.86)	(-)	(109.86)
Sale of Stock-in-trade				
D-Link International (Singapore)	-	2.70	-	2.70
	(-)	(117.90)	(-)	(117.90)
D-Link Middle East-FZCO	-	23.63	-	23.63
	(-)	(154.23)	(-)	(154.23)
D-Link Latin America Company Ltd.	-	-	-	-
	(-)	(1.71)	(-)	(1.71)
D-Link Corporation	-	-	-	-
	(1.60)	(-)	(-)	(1.60)
D-Link International Pte. Ltd. (DILA)	-	80.40	-	80.40
	(-)	(60.27)	(-)	(60.27)
D-Link International Pte. Ltd.	-	0.39	-	0.39
	(-)	(687.39)	(-)	(687.39)
Others	-	33.19	-	33.19
	(-)	(1.96)	(-)	(1.96)
Sale of services				
D-Link International Pte Ltd (Singapore)	-	1,239.86	-	1,239.86
	(-)	(1,482.19)	(-)	(1,482.19)
TeamF1 Inc., USA	-	-	-	-
	(-)	(0.96)	(-)	(0.96)
Professional fees paid				
D-Link Corporation	123.24	-	-	123.24
	(130.55)	(-)	(-)	(130.55)
Reimbursement of expenditure to				
D-Link Corporation	-	-	-	-
	(4.72)	(-)	(-)	(4.72)
D-Link Middle East-FZCO	-	-	-	-
	(-)	(15.56)	(-)	(15.56)
D-Link International Pte. Ltd.	-	-	-	-
	(-)	(0.98)	(-)	(0.98)
Reimbursement of expenditure from				
D-Link International Pte. Ltd	-	-	-	-
	(-)	(7.28)	(-)	(7.28)
Managerial Remuneration (Refer note 1 below)				
Mr. Yao Chuan Yang (Gary Yang)	-	-	-	-
	(-)	(-)	(12.59)	(12.59)
Mr. Tushar Sighat	-	-	239.78	239.78
	(-)	(-)	(239.80)	(239.80)
Remuneration				
Mr. C.M.Gaonkar	-	-	45.04	45.04
	(-)	(-)	(44.83)	(44.83)
Director's Sitting fees				
Mr. Rajaram Ajgaonkar	-	-	7.00	7.00
	(-)	(-)	(5.75)	(5.75)
Mr. Satish Godbole	-	-	7.00	7.00
	(-)	(-)	(5.75)	(5.75)
Mr. Anil Bakshi	-	-	-	-
	(-)	(-)	(2.50)	(2.50)
Ms. Madhu Gadodia	-	-	6.00	6.00
	(-)	(-)	(3.00)	(3.00)
Mr. Mukesh Lulla	-	-	3.25	3.25
	(-)	(-)	(2.00)	(2.00)
Mr. Kuo Tsei	-	-	-	-
	(-)	(-)	(0.50)	(0.50)

Notes forming part of the Consolidated Financial Statements

(₹ in Lakhs)

Nature of transactions	Ultimate Holding Company / Holding Company	Other related parties (Subsidiaries of Ultimate Holding Company)	Key management person/Directors	Total
Mr. Tushar Sighat	-	-	1.50	1.50
	(-)	(-)	(2.00)	(2.00)
Mr. Rajaram Jadhav	-	-	1.50	1.50
	(-)	(-)	(1.50)	(1.50)
Mr. C.M.Gaonkar	-	-	-	-
	(-)	(-)	(1.00)	(1.00)
Mr. Ming Lin Chien	-	-	0.50	0.50
	(-)	(-)	(-)	(-)
Dividend paid				
D-Link Holding Mauritius Inc.	90.57	-	-	90.57
	(90.57)	(-)	(-)	(90.57)
Mr. Mukesh Lulla	-	-	13.14	13.14
	(-)	(-)	(13.09)	(13.09)
Others	-	-	0.48	0.48
	(-)	(-)	(0.49)	(0.49)
As at the year end				
Amount due to				
D-Link International Pte. Ltd	-	2,553.82	-	2,553.82
	(-)	(4,823.68)	(-)	(4,823.68)
D-Link International (Singapore)	-	2.16	-	2.16
	(-)	(6.62)	(-)	(6.62)
D-Link Corporation	110.91	-	-	110.91
	(116.84)	(-)	(-)	(116.84)
Others	-	-	-	-
	(-)	(17.36)	(-)	(17.36)
Amount due from				
D-Link International Pte. Ltd	-	-	-	-
	(-)	(89.09)	(-)	(89.09)
D-Link Middle East-FZCO	-	-	-	-
	(-)	(0.53)	(-)	(0.53)
D-Link International (Singapore)	-	99.31	-	99.31
	(-)	(99.95)	(-)	(99.95)
Mr. Tushar Sighat	-	-	-	-
	(-)	(-)	(17.99)	(17.99)
Other	-	-	-	-
	(-)	(37.47)	(-)	(37.47)

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, 2018. Management believes that the Company's international transactions with related parties where control exists post March 2018 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.

41. Specified bank notes (SBN)

The disclosure regarding details of specified bank notes held and transacted during November 08, 2016 and December 30, 2016 has not been made since the requirement does not pertain to financial year ended March 31, 2019 and March 31, 2018.

Notes forming part of the Consolidated Financial Statements

42. 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	94.41% (95.26%)	19,814.17 (17,673.70)	89.06% (82.10%)	2355.18 (1,041.98)	-14.37% (81.34%)	(0.70) (77.23)	88.87% (82.04%)	2354.48 (1,119.21)
Indian Subsidiary								
TeamF1 Networks India Private Limited	5.59% (4.74%)	1,174.06 (879.13)	10.94% (17.90%)	289.36 (227.23)	114.37% (18.66%)	5.57 (17.72)	11.13% (17.96%)	294.93 (244.95)
Non-controlling interest in subsidiary								
	0.00% (0.00%)	0.11 (0.08)	0.00% (0.00%)	0.03 (0.02)	0.00% (0.00%)	- 0.00	0.00% (0.00%)	0.03 (0.02)
Total	100.00%	20,988.34	100.00%	2,644.57	100.00%	4.87	100.00%	2,649.44
	(100.00%)	(18,552.91)	(100.00%)	(1,269.23)	(100.00%)	(94.95)	(100.00%)	(1,364.18)

Figures in brackets pertain to previous year.

As per our report of even date attached.

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

Aniruddha Godbole
 Partner
 Membership No. 105149

Mumbai, dated: 25th May, 2019

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

Tushar Sighat
 Managing Director & CEO
 DIN No.: 06984518

C. M. Gaonkar
 Chief Financial Officer
 Membership No.: 40748

Mumbai, dated: 25th May, 2019

Satish Godbole
 Director
 DIN No.: 02596364

Shrinivas Adikesar
 Company Secretary
 Membership No.: A20908



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D-Link (India) Limited
CIN: L72900GA2008PLC005775
Registered Office:
Plot No. U02B, Verna Industrial Estate
Verna, Goa - 403722, India
Tel: 0832-2885800 Fax: 0832-2885823

Corporate Office:
Kalpataru Square, 2nd Floor,
Unit No. 24, Kondivita Lane,
Off. Andheri Kurla Road,
Andheri East, Mumbai - 400059, India
Tel: 022-29215700 Fax: 022-28301901

www.dlink.co.in

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: www.dlink.co.in

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Friday, 2nd August 2019 at 11:00 a.m. at The Fern Kesarval, Verna, Salcette, Goa - 403722, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Directors and Auditors thereon.
2. To consider declaration of dividend for the financial year ended 31st March 2019.
3. To consider re-appointment of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Hung-Yi Kao as a Director of the Company;
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), Mr. Hung-Yi Kao (Howard Kao) (DIN: 08190631), who holds office up to the date of 11th Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

5. Re-appointment of Mr. Rajaram Ajgaonkar as an Independent Director of the Company;

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), Mr. Rajaram M. Ajgaonkar (DIN: 00605034), be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years up to 31st March, 2024."

6. Re-appointment of Mr. Satish V. Godbole as an Independent Director of the Company;

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), Mr. Satish V. Godbole (DIN:02596364), be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years up to 31st March, 2024."

7. Variation in terms of Appointment and Payment of Remuneration to Managing Director & CEO:

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT in partial modification to the Resolution passed by the Members at the 10th Annual General Meeting of the Company, the approval of the members of the Company be and is hereby accorded for variation in term of appointment and payment of remuneration to Mr. Tushar Sighat (DIN: 06984518) as Managing Director & CEO, as detailed in the explanatory statement annexed hereto, from time to time.

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

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

**Shrinivas Adikesar
Company Secretary**

Mumbai, Dated: 25th May, 2019

Registered Office:

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. M/s B S R & Co. LLP, Chartered Accountants, (ICAI firm registration no. 101248W/W-100022) appointed as the Statutory Auditors of the Company, at the 10th AGM held on August 3, 2018 to hold office for a period of 5 years till the conclusion of 15th Annual General Meeting of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
4. Body corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
5. The Register of Members and the Share Transfer Register will remain closed from 13th July 2019 to 19th July 2019 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 11th AGM, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
6. 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 2018-19, the Company had transferred the unclaimed or unpaid dividend for the year ended 31st March 2011 to IEPF. Unclaimed Dividend in respect of the financial year ended

31st March 2012 will be due for transfer to Investor Education and Protection Fund on or after 17th September 2019. 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.

7. 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.
8. Members are requested to send their queries for the AGM, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 5 days before the meeting, so that the information can be compiled in advance.
9. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar and Transfer Agents, giving reference of Folio Number.
10. 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.
11. An electronic copy of the Annual Report for 2018-19 and notice of the AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 and notice of the AGM are being sent in the permitted mode.
12. Voting through electronic means:

A) Voting

1. In compliance with provisions of Section 108 of the Companies Act, 2013 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 11th 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 business may be transacted through e-Voting Services provided by Karvy Fintech Private Limited (Karvy/RTA).

2. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

B) General Instructions

- i) A member can opt for only one mode of voting, i.e. either by e-voting or through ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that member shall be treated as invalid.
- ii) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being 25th July, 2019. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
- iv) Mr. Shivaram Bhat - Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v) The e-voting period commences on 30th July 2019 (9:00 am) and ends on 1st August 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 25th July, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- vi) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@karvy.com. However if you are already registered with Karvy for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- vii) The Results along with the Scrutinizer's Report shall be placed on the Company's website www.dlink.co.in and on the website of Karvy immediately after the result are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited.

ANNEXURE No. 1 TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013.

Item no. 4:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Hung-Yi Kao (Howard Kao) (DIN: 08190631) as an Additional Director of the Company with effect from 4th August 2018 under section 161(1) of Companies Act, 2013 up to the date of this Annual General Meeting. His appointment is subject to the approval of members. The Company has received a notice in writing under Section 160 of Companies Act, 2013, from a member proposing the candidature of Mr. Kao for the office of the Director.

Mr. Howard Kao has over 15 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. Mr. Kao joined the D-Link Corporation board of directors in 2017 and the Alpha Network board of directors in 2018. Mr. Kao also holds the positions of special assistant to the CEO and head of the IoT Strategic Business Unit at D-Link Corporation.

Except Mr. Howard Kao, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution.

Item No. 5:

Mr. Rajaram Ajgaonkar was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto 31st March 2019. Since Mr. Ajgaonkar has completed his initial term as an Independent Director of the Company on 31st March 2019, he is eligible for re-appointment for one more term on passing of a special resolution by the company.

Mr. Ajgaonkar has consented to for re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of re-appointment as an Independent Director.

The Board of Directors re-appointed Mr. Rajaram M. Ajgaonkar as an independent Director of the Company for a second term of 5 consecutive years w.e.f. 1st April 2019 up to 31st March 2024 and he shall not be liable to retire by rotation. The performance evaluation of the Independent Directors was conducted by the entire Board of Directors based on a structured questionnaire. The nomination and remuneration committee reviewed the

terms of re-appointment and recommended to the Board of Directors for their consideration. His appointment was subject to the approval of members.

Presently, Mr. Rajaram M. Ajgaonkar is the Chairman of the Audit Committee and a member of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

The Board of Directors of your Company recommend passing of the resolution in relation for re-appointment of Mr. Rajaram Ajgaonkar for the office of Independent Director for a period of five years i.e. up to 31st March 2024.

Except Mr. Rajaram Ajgaonkar, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice for approval of the members

Item No. 6:

Mr. Satish V. Godbole was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to 31st March 2019. Since Mr. Satish V. Godbole has completed his initial term as an Independent Director of the Company on 31st March 2019, he is eligible for re-appointment for one more term, on passing of a special resolution by the company.

The Board of Directors, re-appointed Mr. Satish V. Godbole as an independent Director of the Company for a second term of 5 consecutive years w.e.f. 1st April 2019 up to 31st March 2024 and he shall not be liable to retire by rotation. The performance evaluation of the Independent Directors was conducted by the entire Board of Directors based on a structured questionnaire. The nomination and remuneration committee reviewed the terms of re-appointment and recommended to the Board of Directors for their consideration. His appointment was subject to the approval of members.

Mr. Godbole has consented to for re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of re-appointment as an Independent Director.

Presently, Mr. Satish V Godbole is the Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee and Member of Audit Committee and Corporate Social Responsibility Committee of the Board of Directors.

The Board of Directors of your Company recommend passing of the resolution in relation for re-appointment of Mr. Satish V. Godbole for the office of Independent Director for a period of five years ie up to 31st March 2024.

Except Mr. Satish V. Godbole, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice for approval of the members

Item No. 7:

The Board of Directors appointed Mr. Tushar Sighat as Managing Director & Chief Executive Officer of the Company with effect from 2nd November, 2017 for a period of 3 years. The Shareholders at the Annual General Meeting held on 3rd August 2018 approved such appointment and terms of payment of remuneration to MD & CEO.

The remuneration proposed during the term of appointment/ financial year is as below:

1. 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.
2. Other 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.

3. 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.
4. Perquisites: In addition to the Salary as set out above, the Managing Director & CEO shall be entitled to the following perquisites:
 - a. House Rent Allowance equivalent to 40% of the Basic Salary.
 - b. Use of Company's car for official duties and telephone shall not be considered as perquisites.
 - c. Reimbursement of all Medical expenses upto maximum of ₹ 25 lakhs p.a.
 - d. Provident Fund and Gratuity as per the applicable laws and policy of the Company.
 - e. Earned Leave encashment as per the rules of the Company.
 - f. 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 valued at actual cost.

The payment of remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

The provisions of Schedule V of Companies Act 2013 were amended vide a notification bearing SO.No. 4822(E) dated 12th September 2018. As per the amended provisions, in the event of inadequate profits, the company may, subject to certain conditions, including the passing of a special resolution, may pay remuneration to its directors exceeding the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013.

Except for the change as mentioned above, all other terms and conditions of his appointment as approved by the Shareholders earlier at the AGM held on 3rd August 2018 remains unchanged.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Managing Director of the Company.

Except Mr. Tushar Sighat, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise and do not have any conflict of interest in the Resolution.

The Board recommends the Resolutions as set out in the accompanying Notice for the approval of members.

The information as required to be disclosed under Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

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

**Shrinivas Adikesar
Company Secretary**

Mumbai, Dated: 25th May, 2019

Registered Office:

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

ANNEXURE No. 2 TO THE NOTICE

[Schedule V Part II section II 1(b) (iv) of the Companies Act, 2013]

I. GENERAL INFORMATION

1. Nature of Industry

D-Link (India) Limited, is engaged in marketing and distribution of networking products in India and SAARC region. It offers products that extend across home, small-and-medium, and enterprise network equipment, including Ethernet switches, firewall security, wireless access points, Internet protocol (IP) surveillance cameras, networking storage, Internet of Things ("IoT") and structured cabling etc.

2. Date or expected date of commencement of commercial production

Not Applicable.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

4. Financial Performance based on given indicators

(₹ in Cr)

Particulars	FY-2019	FY-2018	FY-2017	FY-2016	FY-2015	FY-2014
Revenue	699.64	626.22	696.64	700.74	625.32	487.58
Other Income	9.20	2.19	2.15	1.39	1.56	1.12
Total Income	700.55	628.42	698.79	702.13	626.89	488.70
Expenditure	657.89	(612.67)	(673.32)	(667.11)	(592.31)	(465.84)
Interest	(0.94)	(0.85)	(0.51)	(0.36)	(0.46)	(0.82)
PBDT	43.65	16.82	25.47	34.66	34.11	22.05
Depreciation	(9.94)	(1.06)	(1.17)	(1.47)	(1.70)	(1.68)
PBT	42.66	15.75	24.30	33.19	32.41	20.37
Tax	13.82	(5.33)	(8.44)	(11.69)	(11.08)	(6.78)
Net Profit	23.55	10.42	15.86	21.50	21.33	13.58

5. Foreign investments or collaborations, if any

D-Link (India) Limited is part of D-Link Corporation one of the largest networking companies widely recognized as a global enterprise with active presence worldwide. D-Link Holding Mauritius Inc., a 100% subsidiary of D-Link Corporation, holds 51.02% shareholding in the Company as on 31st March, 2019.

II. INFORMATION ABOUT THE APPOINTEE:

a) Background details of Managing Director & CEO

Mr. Tushar Sighat brings with him vast experience and domain expertise spanning over 28 years. In his current role, he is responsible for driving the company's growth, and play a strategic role in strengthening D-Link's position as a leader in networking solutions in India and SAARC region. Mr. Tushar Sighat has a B.E in Electronics & Telecommunication.

b) Past remuneration of Managing Director & CEO

(in ₹)

	2018-19	2017-18	2016-17
Salary and allowances	23,978,400	23,980,000	27,021,114
Contribution to Provident Fund	As per applicable laws and policy of the Company		
Car	For official and personal use		
Telephone, Mobile, mediclaim and other amenities	As per the Company's rule		

c Recognition or awards

Asia Pacific Entrepreneurship Award (APEA) committee adjudged D-Link India as a winner under corporate excellence. Mr. Tushar Sighat has been consistently recognized for his leadership skills. D-Link's crowning glory was its selection by the Association Otherways Management & Consulting

for the prestigious 'Majestic Five Continent Award for Quality & Excellence' and 'Total Quality Management Aptitude Seal' for its achievements and success and its unwavering commitment to quality. The award symbolised international recognition for the Company and was received by Mr. Tushar Sighat, D-Link India's Managing Director & CEO, at a high profile ceremony in Berlin, Germany in April, 2016.

d Job profile and his suitability

As Managing Director & CEO, Mr. Sighat will be responsible for the complete operations of D-Link in India and SAARC region. Mr. Tushar has over 28 years of work experience and is a IT networking veteran. Under his leadership, the Company has grown and posted revenue to an all-time high since inception.

e Remuneration proposed per annum

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

g Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed, no other pecuniary relationship exists. Mr. Tushar Sighat holds 16,427 shares in the Company.

III. OTHER INFORMATION:

1. Reasons of inadequate profits

The Company has continuously shown growth over the years. Due to the technological changes and competitive market conditions, the profits of the Company have been affected in the earlier years. The Company has taken various sales and marketing initiatives to increase revenue, which are showing positive results. The Company is expecting an increase in the revenue profitability in the coming years.

2. Steps taken or proposed to be taken for improvement

The Company continues to maintain and strengthen its market position both in terms of revenue and profitability. The Company is expected to benefit from the government's vision of pan-India internet connectivity and its contribution in the upcoming smart city projects. The Company also expects to gain from a wider product platform that will be backed by its parent company which should result in improved profitability.

3. Expected increase in productivity and profits in measurable terms

Based on the above strategy, the Company expects to achieve improved level of turnover on account of introduction of new products in CCTV segment. The Company CCTV product range offers a tailor-made solution that features the latest technology. The Company also expects higher turnover on upcoming smart city projects. Increase in turnover will result in better utilization of resources and improved margin, leading to improvement in profitability. This will enable the Company to achieve better performance in the current year as well as years ahead.

IV. DISCLOSURES:

Other relevant disclosures are mentioned in the Board of Director's report and "Corporate Governance report", attached to the financial statements.

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

Mumbai, Dated: 25th May, 2019

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

**Shrinivas Adikesar
Company Secretary**

ANNEXURE No. 3 TO THE NOTICE

Details of Directors seeking appointment and re-appointment at the 11th Annual General Meeting (Pursuant to Regulation 36(3) of SEBI Listing Regulations 2015):

Name of Director	Mr. Rajaram M. Ajgaonkar	Mr. Satish V. Godbole	Mr. Tushar Sighat	Mr. Hung-Yi Kao
Date of Birth	07 th February 1958	04 th October 1957	30 th September, 1969	27 th December 1977
Date of Appointment	30 th March 2009.	23 rd March 2010	30 th September, 2014	4 th August 2018
Brief Resume	Mr. Rajaram is a Chartered Accountant in practice with 40 years of post-qualification experience. He is also qualified as LLB (Gen) from Government Law College in Mumbai.	Mr. Satish Godbole is a Chartered Accountant in practice with 38 years of experience; He is specialized in Company Law, Mergers & Amalgamation and FEMA.	Mr. Tushar Sighat brings with him vast experience and domain expertise spanning over 28 years. In his current role, he is responsible for driving the company's growth, and play a strategic role in strengthening D-Link's position as a leader in networking solutions in India and SAARC region. Mr. Tushar Sighat has a B.E in Electronics & Telecommunication.	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. Mr. Kao joined the D-Link Corporation board of directors in 2017 and the Alpha Network board of directors in 2018. Mr. Kao also holds the positions of special assistant to the CEO and head of the IoT Strategic Business Unit at D-Link Corporation.
Disclosure of relationship between Director inter-se	None	None	None	None
Names of the listed entities in which she/he holds directorships.	None	None	None	None
Chairman/Member of the Committee(s) of Board of Directors of other listed entities.	None	None	None	None
Shareholding in the Company	Nil	50	16,427	None
No of meetings attended	Five board meetings	Five board meetings	Five board meetings	None

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

**Shrinivas Adikesar
Company Secretary**

Mumbai, Dated: 25th May, 2019

Registered Office:

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

