

REF: DLK/L&S/2022-23/8-11

Date: August 13, 2022

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

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

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

Dear Sir,

With reference to above captioned subject, please find enclosed herewith the following in respect of the Annual General Meeting of the Company held on August 13, 2022, at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

1. Consolidated voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I.**
2. Scrutinisers Report dated August 13, 2022, pursuant to the provisions of Section 108 of the Companies Act 2013 as **Annexure II.**

All the resolutions were passed with requisite majority.

You are requested to kindly take the same on record.

Thanking You,

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

**SHRINIVAS ADIKESAR
COMPANY SECRETARY**

ANNEXURE I

	D-LINK (INDIA) LIMITED
Date of the AGM/EGM	13-08-2022
Total number of shareholders on record date	44856
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	70

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,81,14,663	1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	19,044	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,73,71,143	26,51,194	15.2621	26,50,894	300	99.9886	0.0113	0	0
	Poll		71,914	0.4140	71,914	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		27,23,108	15.6761	27,22,808	300	99.9890	0.0110	0	0
Total		3,55,04,850	2,08,37,771	58.6899	2,08,37,471	300	99.9986	0.0014	0	0
Whether Resolution is Pass or Not	Yes									

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,81,14,663	1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	19,044	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,73,71,143	26,51,194	15.2621	26,50,894	300	99.9886	0.0113	0	0
	Poll		71,914	0.4140	71,914	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		27,23,108	15.6761	27,22,808	300	99.9890	0.0110	0	0
Total		3,55,04,850	2,08,37,771	58.6899	2,08,37,471	300	99.9986	0.0014	0	0
Whether Resolution is Pass or Not	Yes									

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a dividend of Rs. 3 per equity share (i.e. 150) of the face value of Rs. 2 each of the Company for the financial year ended March 31, 2022.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,81,14,663	1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	19,044	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	1,73,71,143	26,51,194	15.2621	26,51,094	100	99.9962	0.0037	0	0
	Poll		71,914	0.4140	71,909	5	99.9930	0.0069	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		27,23,108	15.6761	27,23,003	105	99.9961	0.0039	0.0039	0
Total	3,55,04,850	2,08,37,771	58.6899	2,08,37,666	105	99.9995	0.0005	0	0	
Whether Resolution is Pass or Not	Yes									

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Tushar Sighat (DIN 06984518) as Director, liable to retire by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,81,14,663	1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,81,14,663	100.0000	1,81,14,663	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	19,044	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	1,73,71,143	26,51,194	15.2621	26,50,737	457	99.9827	0.0172	0	0
	Poll		71,914	0.4140	71,914	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		27,23,108	15.6761	27,22,651	457	99.9832	0.0168	0	0
Total	3,55,04,850	2,08,37,771	58.6899	2,08,37,314	457	99.9978	0.0022	0	0	
Whether Resolution is Pass or Not	Yes									

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Material Related Party Transactions with D-Link Corporation									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,81,14,663	0	0.0000	0	0	0.0000	0.0000	0	1,81,14,663
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	18114663
Public- Institutions	E-Voting	19,044	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,73,71,143	16,318	15.2621	15,880	438	99.9834	0.0165	26,34,876	0
	Poll		71,914	0.4140	71,827	87	99.8790	0.1209	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		88,232	15.6761	87,707	525	99.4050	0.5950	26,34,876	0
Total	3,55,04,850	88,232	0.2485	87,707	525	99.4050	0.5950	26,34,876	18114663	
Whether Resolution is Pass or Not	Yes									

Report of Scrutinizer

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

To,
The Chairman,
Annual General Meeting of the Equity Shareholders
Of D-Link (India) Limited
(Regd. Office: Plot No. U02B, Verna Industrial Estate, Verna, Goa - 403722)

Held on Saturday, 13th day of August, 2022 at 11:00 a.m. IST,
Through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

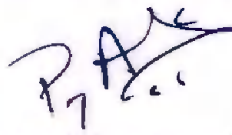
I, Shivaram Bhat, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of D-Link (India) Limited (CINL72900GA2008PLC005775), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the remote e-voting process in respect of the below mentioned resolutions proposed at the 14th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Saturday, 13th day of August, 2022 at 11:00 a.m. IST through VC / OAVM.

I have also been appointed to scrutinize the e-voting process held at the said AGM.

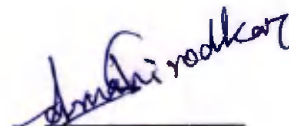


1. I submit my report as under:

- a) The Company has informed me that on July 15, 2022 it has completed the dispatch of notice through email to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on July 8, 2022, the cut-off date fixed for the purpose.
- b) The Company has extended the facility of e-voting to the shareholders by tying up with the KFin Technologies Limited ("KFintech") e-voting facility.
- c) The remote e-voting remained open for the period commencing from Wednesday, August 10, 2022, 9:00 a.m. to Friday, August 12, 2022, 05:00 p.m.
- d) The Remote e-voting was also made available to the members at/during the AGM pursuant to MCA Circular dated May 5, 2020 as amended from time to time.
- e) After the conclusion of the AGM, using the scrutinizer's login on the "KFintech" voting portal, the votes cast through remote e-voting as above were unblocked in the presence of following two witnesses who are not in the employment of the company:



Pooja Alornekar



Aarna Shirodkar

- f) I have scrutinized and reviewed the remote e-voting and e-voting at the meeting based on the data downloaded from the "KFintech" e-voting system and matching with the Register of Members of the Company as on August 6, 2022, provided by the Registrar and Share Transfer Agents of the Company namely KFin Technologies Limited.
- g) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.



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

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

Item No. 1

Approval for Adoption of standalone Financial Statements - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
96	2,08,37,471	99.9986

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	300	0.0014

(iii) Invalid votes:

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



Item No. 2

Approval for Adoption of consolidated Financial Statements - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
96	2,08,37,471	99.9986

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	300	0.0014

(iii) Invalid votes:

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



Item No. 3

Approval for Declaration of Dividend - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
96	2,08,37,666	99.9995

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
3	105	0.0005

(iii) Invalid votes:

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



Item No. 4

Approval for Re-appointment of Mr. Tushar Sighat (DIN: 06984518) retiring by rotation as director - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
94	2,08,37,314	99.9978

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
5	457	0.0022

(iii) Invalid votes:

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



Item No. 5

Approval of material related party transactions with D-Link Corporation - Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
89	87,707	99.4050

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
7	525	0.5950

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	26,34,876



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

You may accordingly declare the result of the voting.

Thanking you,
Yours faithfully,



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

Place: Panaji, Goa.

Date : August 13, 2022

Shivaram Bhat
Practicing Company Secretary
ACS10454 CP 7853

UDIN: A010454D000793711

Chairman/ Director/ Company Secretary