

D-Link (India) Limited

Date: August 3, 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: 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 2, 2019 at 11:00 a.m. at The Fern Kesarval Gardens, Verna, Goa – 403722.

- 1. Consolidated voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I.**
- 2. Scrutinisers Report dated August 2, 2019 pursuant to the provisions of Section 108 of the Companies Act 2013 as **Annexure II.**

All the resolutions were passed with requisite majority.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For D-LINK (INDIA) LIMITED

SHRINIVAS ADIKESAR COMPANY SECRETARY



Annexure - I

Date of the AGM/EGM	August 2, 2019
Total number of shareholders on record date / cut-off date	24,434
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public	55
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	NA
Public	NA





To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2019, together with the Reports of the Directors and Auditors thereon. Resolution 1

Resolution 1	Resolution required: (Ordinary/ Special)		Ordinary					
Whether pro interested in	Whether promoter/ promoter group are interested in the agenda/resolution?	e.	No		Ö			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	2	6=[4/2]*100	7=[5/2]*100
Promoter	E-voting		1,81,14,663	100	1,81,14,663		100	
Promoter	Poll	1,81,14,663	r	1		-	ı	r
Group	Postal Ballot				Not Applicable			
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663		100	
Public-	E-voting		•	·				E
Institutions	Poll	2,35,133		1				
	Postal Ballot				Not Applicable			
	Total	2,35,133		*			-	•
Public-	E-voting		27,35,378	15.95	27,35,378	-	100	•
Non	Poll	1,71,55,054	1,06,213	0.62	1,06,213		100	•
	Postal Ballot				Not Applicable			
	Total	1,71,55,054	28,41,591	16.56	28,41,591		100	0
Total		3,55,04,850	2,09,56,254	59.02	2,09,56,254	•	100	•





	2019
	t March
	31st
	year ended 31st M
	year
	financial
	r the
	f dividend fo
7.7	eclaration of
solution No	consider d
Re	To

March 2019			
To consider declaration of dividend for the financial year ended 31st March 2019	ry		
the financia	Ordinary	ON	
f dividend for	ary/ Special)	er group are solution?	
declaration o	equired: (Ordin	hether promoter/ promoter gro iterested in the agenda/resoluti	
To consider	Resolution re	Whether pror interested in	_

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	S	6=[4/2]*100	7=[5/2]*100
Promoter	E-voting	*)	1,81,14,663	100	1,81,14,663	1	100	
and Promoter	Poll	1,81,14,663			•		1	,
Group	Postal Ballot				Not Applicable			
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663		100	1
Public-	E-voting			0		1	1	
Insututions	Poll	2,35,133		0		ĭ		
	Postal Ballot			7)	Not Applicable			
	Total	2,35,133					ı	
ic-	E-voting		27,35,378	15.95	27,35,378		100	1
Non	Poll	1,71,55,054	1,06,213	0.62	1,06,213		100	1
	Postal Ballot				Not Applicable			
	Total	1,71,55,054	28,41,591	16.56	28,41,591	1	100	
Total		3,55,04,850	2,09,56,254	59.02	2.09.56.254	'	100	





To consider re-appointment of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation and being eligible, offers himself for re-Resolution No. 3 appointment.

Decolution	Decolution required (Ordinary Special)		Ordinary					
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	re	No			Se.		
	0							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoter	E-voting		1,81,14,663	100	1,81,14,663	r	100	
and	Poll	1,81,14,663		1	•			
Groun	Postal Ballot				Not Applicable			
dno	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	1	100	•
Public-	E-voting		ī	0	•	1		,
Institutions	Poll	2,35,133	0	0	0		ï	•
	Postal Ballot		y		Not Applicable			
	Total	2,35,133	1	1			•	
Public-	E-voting		27,35,378	15.95	27,35,378	1	100	'
Non	Poll	1,71,55,054	89,786	0.52	98,786		100	•
IIIsuranoiis	Postal Ballot				Not Applicable			
	Total	1,71,55,054	28,25,164	16.47	28,25,164	•	100	•
Total		3,55,04,850	2,09,39,827	58.98	2,09,39,827	•	100	•





	of the Company.
	as a Director
	IN: 08190631) as
	Iung-Yi Kao (D
ution No. 4	ntment of Mr. Hung-
Resol	Appoi

		% of Votes No. of Votes – in No. of Wotes in favour Notes – against votes polled shares	5 6=[4/2]*100 7=
		% of Votes Polled on outstanding shares	3=[2/1]*100
Ordinary	No	No. of votes polled	2
ired: (Ordinary/ Special) Ordinary	er/ promoter group are e agenda/resolution?	No. of shares held	1
equired: (Ordin	Whether promoter/ promoter group a interested in the agenda/resolution?	Mode of Voting	
Resolution requi	Whether promote interested in the	Category	

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	2	6=[4/2]*100	7=[5/2]*100
Promoter	E-voting		1,81,14,663	100	1,81,14,663		100	,
Promoter	Poll	1,81,14,663				,	1	1
	Postal Ballot				Not Applicable	cable		
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663		100	
	E-voting		•	0	•			
Institutions	Poll	2,35,133		0				ı
	Postal Ballot				Not Applicable	cable		
	Total	2,35,133		'		1		Е
ic-	E-voting		27,35,378	15.95	27,35,378		100	
Institutions	Poll	1,71,55,054	1,06,213	0.62	1,06,213	•	100	1
	Postal Ballot				Not Applicable	cable		
	Total	1,71,55,054	28,41,591	16.56	28,41,591		100	
Total		3,55,04,850	2,09,56,254	59.02	2,09,56,254	6	100	•





Resolution No. 5 Special resolution for re-appointment of Mr. Rajaram Ajgaonkar (DIN: 00605034) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

			_			_	_				_			
% of Votes against on votes polled	7=[5/2]*100	-	•				,		1	ı	•		1	•
% of Votes in favour on votes polled	6=[4/2]*100	100			100	1			0	100	100		100	100
No. of Votes – against	5		r	able	1	1	1	able	-		ı	able	1	-
No. of Votes – in favour	4	1,81,14,663		Not Applicable	1,81,14,663			Not Applicable		27,35,378	1,06,213	Not Applicable	28,41,591	2,09,56,254
% of Votes Polled on outstanding shares	3=[2/1]*100	100			100	0	0		•	15.95	0.62		16.56	59.02
No. of votes polled	2	1,81,14,663			1,81,14,663	1				27,35,378	1,06,213		28,41,591	2,09,56,254
No. of shares held	1		1,81,14,663		1,81,14,663		2,35,133		2,35,133		1,71,55,054		1,71,55,054	3,55,04,850
Mode of Voting		E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	
Category		noter	and	Group			Institutions			ic-	Non			Total





Resolution No. 6 Special resolution for re-appointment of Mr. Satish V. Godbole (DIN: 025396364) as an Independent Director of the Company.

Resolution 1	Resolution required: (Ordinary/ Special)		Special					
Whether pro interested in	Whether promoter/ promoter group a interested in the agenda/resolution?	er group are	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	2	6=[4/2]*100	7=[5/2]*100
Promoter	E-voting		1,81,14,663	100	1,81,14,663		100	'
Promoter	Poll	1,81,14,663						
Group	Postal Ballot		25		Not Applicable	able		
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663		100	
Public-	E-voting			0	1			1
Institutions	Poll	2,35,133	1	0				
	Postal Ballot				Not Applicable	able		
	Total	2,35,133		1				
Public-	E-voting		27,35,378	15.95	27,35,378	•	100	,
Institutions	Poll	1,71,55,054	1,06,188	0.62	1,06,188		100	
	Postal Ballot				Not Applicable	able		
	Total	1,71,55,054	28,41,566	16.56	28,41,566	i	100	
Total		3,55,04,850	2,09,56,229	59.02	2,09,56,229		100	



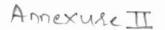


Special resolution for variation in terms of Appointment and Payment of Remuneration to Managing Director & CEO. Resolution No. 7

Resolution required: (Ordinary/ Special) Special Whether promoter/ promoter group are No interested in the agenda/resolution?

0.01	66.66	2,630	2,09,37,197	58.98	2,09,39,827	3,55,04,850		Total
0.09	99.91	2,630	28,22,534	16.47	28,25,164	1,71,55,054	Total	
		able	Not Applicable				Postal Ballot	
,	100	•	89,786	0.52	89,786	1,71,55,054	Poli	Institutions
0.10	06.66	2,630	27,32,748	15.95	27,35,378		E-voting	Public- Non
	0	•			•	2,35,133	Total	
		able	Not Applicable				Postal Ballot	
			•	0		2,35,133	Poll	siionnaneiii
:1		1	•	0	1		E-voting	Public-
	100	,	1,81,14,663	100	1,81,14,663	1,81,14,663	Total	
		able	Not Applicable				Postal Ballot	Group
			ı	Ē	4	1,81,14,663	Poll	Promoter
'	100		1,81,14,663	100	1,81,14,663		E-voting	Promoter
7=[5/2]*100	6=[4/2]*100	ın	4	3=[2/1]*100	2	1		
% of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes – against	No. of Votes – in favour	% of Votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
			The second secon					





Shivaram Bhat Company Secretary

309, Gera Imperium 1, Patto, Panaji, Goa 403001

Report of Scrutinizer

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

To,

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

Held on Friday, 2nd day of August, 2019 at 11:00 a.m. At Verna, Salcette, Goa

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting) on the below mentioned resolution(s), at the Eleventh Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Friday, 2nd day of August, 2019 at 11:00 a.m. at Verna, Salcette, Goa, submit my report as under:



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- 1. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Fintech Private Limited ('Karvy') e-voting facility.
- 2. The e-voting remained open for the period commencing from Tuesday, 30th July, 2019, 09:00 a.m. to Thursday, 1st August, 2019, 05:00 p.m.
- 3. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
- 4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
- 5. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

Pooja Alornekar

Siddhi Salkar

- 6. The votes cast by the shareholders through the e-voting facility were scrutinized.
- 7. I did not find any poll papers invalid.



8. The result of the voting is as under:

Item No. 1

Adoption of 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.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	cast by them	% of total
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	number of valid votes cast
50	17	106,213	20,850,041	100

(ii) Voted against the resolution:

Number of mem	bers voting	Number of votes	s cast by them	% of total
Those present in person or by proxy at AGM		Those present in person or by proxy at AGM		number of valid votes cast
0	0	0	0	0

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



Declaration of Dividend for the year ended 31st March, 2019.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	Number of votes cast by them	
Those present in person or by proxy at AGM	Through E-voting		Through E-voting	number of valid votes cast
50	17	106,213	20,850,041	100

(ii) Voted against the resolution:

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

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



Re-appointment of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation, as Director of the Company.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	Number of votes cast by them	
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	number of valid votes cast
49	17	89,786	20,850,041	100

(ii) Voted against the resolution:

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

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



Appointment of Mr. Hung-Yi Kao (DIN: 08190631), as Director of the Company.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	Number of votes cast by them	
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	number of valid votes cast
50	17	106,213	20,850,041	100

(ii) Voted against the resolution:

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

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



Special Resolution for Re-Appointment of Mr. Rajaram Ajgaonkar (DIN: 00605034) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	s cast by them	% of total
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	number of valid votes cast
50	17	106,213	20,850,041	100

(ii) Voted against the resolution:

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

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



Special Resolution for Re-Appointment of Mr. Satish V. Godbole (DIN: 02596364) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	s cast by them	% of total
Those present in person or by proxy at AGM	Through E-voting		Through E-voting	number of valid votes cast
49	17	106,188	20,850,041	100

(ii) Voted against the resolution:

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

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



Special resolution for variation in terms of appointment and payment of remuneration to Managing Director & CEO.

(i) Voted in favour of the resolution:

Number of mem	bers voting	Number of votes	s cast by them	% of total
Those present in person or by proxy at AGM	Through E-voting		Through E-voting	number of valid votes cast
49	14	89,786	20,847,411	99.99

(ii) Voted against the resolution:

Number of mem	bers voting	Number of votes	cast by them	% of total
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	number of valid votes cast
0	3	0	2,630	0.01

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



Shivaram Bhat Company Secretary

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

Thanking you,

Place: Panaji, Goa. Dated: 02/08/2019



yours faithfully,

Shiyaram Bhat

Shivaram Bhat
Practising Company Secretary
CP No. 7853

