

Date: August 3, 2019

To,  
**The Manager – Corporate  
Relationship Department  
BSE Limited**  
25<sup>th</sup> 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**

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

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**Resolution 1**  
**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 required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100			
Promoter and Promoter Group	E-voting	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
Public-Institutions	E-voting	2,35,133	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	2,35,133	-	-	-	-	-	-			
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,35,378	-	100	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		1,06,213	0.62	1,06,213	-	100	-			
	Total	1,71,55,054	28,41,591	16.56	28,41,591	-	100	-			
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,56,254</b>	<b>59.02</b>	<b>2,09,56,254</b>	<b>-</b>	<b>100</b>	<b>-</b>			



**Resolution No. 2**  
**To consider declaration of dividend for the financial year ended 31st March 2019**

<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NO

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



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

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$
Promoter and Promoter Group	E-voting	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	2,35,133	-	0	-	-	-	-
	Poll		0	0	0	0	-	-
	Postal Ballot							
	Total	2,35,133	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,35,378	-	100	-
	Poll		89,786	0.52	89,786	-	100	-
	Postal Ballot							
	Total	1,71,55,054	28,25,164	16.47	28,25,164	-	100	-
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,39,827</b>	<b>58.98</b>	<b>2,09,39,827</b>	-	<b>100</b>	-



**Resolution No. 4**  
**Appointment of Mr. Hung-Yi Kao (DIN: 08190631) as a Director of the Company.**

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter and Promoter Group	E-voting	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$			
	Poll	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
	Postal Ballot	-	-	-	-	-	-	-			
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
Public-Institutions	E-voting	2,35,133	-	0	-	-	-	-			
	Poll	-	-	0	-	-	-	-			
	Postal Ballot	-	-	0	-	-	-	-			
	Total	2,35,133	-	-	-	-	-	-			
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,35,378	-	100	-			
	Poll	-	1,06,213	0.62	1,06,213	-	100	-			
	Postal Ballot	-	-	-	-	-	-	-			
	Total	1,71,55,054	28,41,591	16.56	28,41,591	-	100	-			
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,56,254</b>	<b>59.02</b>	<b>2,09,56,254</b>	<b>-</b>	<b>100</b>	<b>-</b>			



**Resolution No. 5**  
**Special resolution for re-appointment of Mr. Rajaram Ajaonkar (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									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter and Promoter Group	E-voting	1	2	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$			
	Poll	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
	Postal Ballot	-	-	-	-	-	-	-			
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-			
Public-Institutions	E-voting	2,35,133	-	0	-	-	-	-			
	Poll	-	-	0	-	-	-	-			
	Postal Ballot	-	-	0	-	-	-	-			
	Total	2,35,133	-	0	-	-	0	-			
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,35,378	-	100	-			
	Poll	-	1,06,213	0.62	1,06,213	-	100	-			
	Postal Ballot	-	-	-	-	-	-	-			
	Total	1,71,55,054	28,41,591	16.56	28,41,591	-	100	-			
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,56,254</b>	<b>59.02</b>	<b>2,09,56,254</b>	<b>-</b>	<b>100</b>	<b>-</b>			



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

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group *	E-voting	1	2	$3=\frac{2}{1} \times 100$	4	5	$6=\frac{4}{2} \times 100$	$7=\frac{5}{2} \times 100$
	Poll	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	1,81,14,663	1,81,14,663	100	Not Applicable	-	-	-
Public-Institutions	E-voting	2,35,133	-	0	-	-	-	-
	Poll	-	-	0	-	-	-	-
	Postal Ballot	-	-	0	-	-	-	-
	Total	2,35,133	-	-	Not Applicable	-	-	-
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,35,378	-	100	-
	Poll	-	1,06,188	0.62	1,06,188	-	100	-
	Postal Ballot	-	-	-	Not Applicable	-	-	-
	Total	1,71,55,054	28,41,566	16.56	28,41,566	-	100	-
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,56,229</b>	<b>59.02</b>	<b>2,09,56,229</b>	<b>-</b>	<b>100</b>	<b>-</b>





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

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-voting	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
	Poll	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	2,35,133	-	0	-	-	-	-
	Poll	-	-	0	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	2,35,133	-	-	-	-	0	-
Public-Non Institutions	E-voting	1,71,55,054	27,35,378	15.95	27,32,748	2,630	99.90	0.10
	Poll	-	89,786	0.52	89,786	-	100	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	1,71,55,054	28,25,164	16.47	28,22,534	2,630	99.91	0.09
<b>Total</b>		<b>3,55,04,850</b>	<b>2,09,39,827</b>	<b>58.98</b>	<b>2,09,37,197</b>	<b>2,630</b>	<b>99.99</b>	<b>0.01</b>



**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, 2<sup>nd</sup> 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:



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 31<sup>st</sup> March 2019, together with the Reports of the Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



Item No. 2

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



**Shivaram Bhat**  
**Company Secretary**

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Item No. 3

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



Item No. 4

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

(i) Voted in favour of the resolution:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



Item No. 5

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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





Item No. 6

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



Item No. 7

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



**Shivaram Bhat**  
**Company Secretary**

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9. 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,

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

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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

