

PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. D-LINK (INDIA) LIMITED HELD AT KESARVAL GARDENS, VERNA, SALCETTE, GOA – 403722, ON SATURDAY, THE 3RD AUGUST 2013 AT 11.00 A.M.

The following Directors were present:

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|--------------------------|-------------------------------|
| 1. Mr. A. P. Chen | - Non Executive Chairman |
| 2. Mr. Gary Yang | - Managing Director |
| 3. Mr. C. M. Gaonkar | - Executive Director & C.F.O. |
| 4. Mr. Satish Godbole | - Director |
| 5. Mr. Rajaram Ajgaonkar | - Director |
| 6. Mr. Anil Bakshi | - Director |

In Attendance:

Mr. Shrinivas Adkesar - Company Secretary

By Invitation:

Mr. Tushar Sighat - Chief Executive Officer

Mr. A. P. Chen took the Chair.

The Company Secretary announced that the requisite quorum is present and the formal proceedings of the meeting could commence and thereafter, the Chairman called the meeting to order.

The Chairman welcomed the Members to the 5th Annual General Meeting. The Chairman informed the Members that Registers and Books as required under the Companies Act, 1956 have been placed on the table and shall remain open and available for inspection during the meeting. The Chairman also informed that, the Company received total 8 proxies representing 12,752 Equity Shares.

The Notice convening the Fifth Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present at the Meeting.

The Chairman requested the Company Secretary, Mr. Shrinivas Adkesar to read out the Auditors Report. The Company Secretary read out the Independent Auditors Report on the financial statements of the Company for the year ended 31st March 2013.

The Chairman delivered the speech and briefed about the performance of the Company during the last financial year.

The Meeting thereafter proceeded to transact the scheduled business as per the items specified in the notice of the Meeting.



ITEM NO. 1: ADOPTION OF ACCOUNTS.

The Annual Report for the financial year ended March 31, 2013 was placed before the Members for their adoption and approval. The Members considered the Statement of Profit and Loss for the financial year ended 31st March 2013 and Balance Sheet as on that date together with notes thereto and other relevant information and the Auditors' Report thereon and the Directors' Report attached thereto.

In this respect, a resolution was put forward by the Chairman and accordingly, Mr. Dilesh Acharya proposed the following resolution to be passed as an Ordinary Resolution:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March 2013 and the Statement of Profit and Loss for the financial year ended on that date and notes thereto and the Reports of Auditors and Directors thereon submitted to this meeting be and are hereby approved and adopted.”

The above resolution was seconded by Mr. Deepak More.

The Chairman invited queries from the Members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 2: DECLARATION OF DIVIDEND.

The matter concerning declaration of Dividend was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Shailesh Pednekar proposed that the following resolution be passed as an Ordinary Resolution:

“RESOLVED THAT as recommended by the Board of Directors a dividend of Re. 0.50/- per equity share for the financial year ended 31st March 2013 be and is hereby declared and distributed amongst the Equity Shareholders whose names appear on the Register of Members of the Company as on the record date.”

The above resolution was seconded by Ms. Yashita Naik.

The Chairman invited queries from the members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR.

The matter concerning re-appointment of Mr. Satish Godbole was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and



accordingly, Ms. Ranjana Naik proposed the following resolution to be passed as an Ordinary Resolution:

“RESOLVED THAT Mr. Satish Godbole, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company.”

The above resolution was seconded by Mr. Anagh Desai.

The Chairman invited queries from the Members.

The Chairman then put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 4: RE-APPOINTMENT OF AUDITOR.

The matter concerning re-appointment of Statutory Auditors was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vinod Kumar Aigal proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 224 of the Companies Act, 1956 M/s. Deloitte, Haskins and Sells, Chartered Accountants having registration number 117366W, the retiring Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be fixed by the Board from time to time.”

The above resolution was seconded by Mr. Pankaj Rathod.

The Chairman invited queries from the members.

The Chairman than put the resolution to vote and on show of hands the resolution was carried unanimously.

ITEM NO. 5: RE-APPOINTMENT OF MANAGING DIRECTOR.

The matter concerning about the re-appointment of Mr. Yao Chuan Yang (Mr. Gary Yang) was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Ms. Urjita Damle proposed the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956, (‘the Act’) read with Schedule XIII of the Act, pursuant to article 58 and 59 of the Articles of Association of the Company and subject to approval of the Central Government, Mr. Yao Chuan Yang (Mr. Gary Yang) be and is hereby re-appointed as the Managing Director of the Company without any remuneration for a period of 5 years effective from July 15, 2013.”



“**RESOLVED FURTHER THAT**, the Board of the Directors be and are hereby authorised to alter, vary and modify the terms and conditions of the re-appointment in such manner as may be agreed to between the Board and Mr. Gary Yang in conformity with the requirements and that Mr. C. M. Gaonkar, Executive Director & CFO or Mr. Shrinivas Adkesar, Company Secretary be and is hereby authorized to do such acts, deeds, or things including making application to the Central Government and also to sign such agreements and documents as may be considered necessary, appropriate to give effect to this resolution.”

The above resolution was seconded by Mr. Yogesh Shirodkar.

The Chairman than put the resolution to vote and on show of hands the resolution was carried unanimously.

VOTE OF THANKS:

There being no other business to transact, Mr. Shrinivas Adkesar, Company Secretary extended a vote of thanks to the Chair. He also thanked the members for attending the meeting.

For **D-LINK (INDIA) LIMITED**



SHRINIVAS ADKESAR
COMPANY SECRETARY



Place: Verna, Goa.

Date : 07/08/2013