

August 27, 2016

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

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

**Sub: Outcome of the 8th Annual General Meeting of the Company and
Disclosure of Voting Results:**

Script Code: BSE - 533146, NSE - DLINKINDIA

Dear Sir,

This is to inform you that the Shareholders at the 8th Annual General Meeting of the Company held on August 26, 2016 have approved the following:

Sr. No.	Particulars	Resolution required: (Ordinary/ Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Result
1	Adoption of Audited Standalone Financial Statements of the Company as at 31st March, 2016 together with the Reports of the Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Adoption of Audited Consolidated Financial Statements of the Company as at 31st March, 2016 together with the Reports of the Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Declaration of dividend of Re. 0.70/- per Equity Share of Rs.2/- each (i.e. @ 35% on the paid up equity capital) for the year ended on 31 st March, 2016.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Re-appointment of Mr. Tushar Sighat (DIN: 06984518) as a Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
5	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company for the financial year 2016-17, from conclusion of Eighth Annual General Meeting to Ninth Annual General Meeting.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
6	Appointment of Mr. Douglas Hsiao as the Director of the Company, liable to retire by rotation.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
7	Appointment of Mr. Mukesh Lulla as the Director of the Company, liable to retire by rotation.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

8	Approval of Material Related Party Transactions.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
---	--	---------------------	-----------------	--------------------------------

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the voting results at the Annual General Meeting of the Company are given below;

Date of the AGM/EGM:	August 26, 2016
Total number of shareholders on record date: (August 19, 2016)	21,835
No. of shareholders present in the meeting either in person or through proxy:	47
Promoters and Promoter Group:	1 (representative)
Public:	46 (including 6 proxies)
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	

The consolidated voting details of 8th Annual General Meeting and Scrutinizer report are enclosed herewith as Annexure I and II respectively.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,

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



SHRINIVAS ADIKESAR
COMPANY SECRETARY

Annexure - I

1. Adoption of Audited Standalone Financial Statements of the Company as at 31st March, 2016 together with the reports of Directors and Auditors thereon:

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	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		18,114,663	18,114,663	100	18,114,663	0	100
Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		3,002,852	2,969,519	98.89	2,969,519	0	100
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0
	Poll		4,950,893	34.41	4,950,888	0	100	0
	Postal Ballot (If applicable)		Not Applicable					
	Total		14,387,335	4,957,986	34.46	4,957,971	0	100
Total		35,504,850	26,042,168		26,042,153	0		

2. Adoption of Audited Consolidated Financial Statements of the Company as at 31st March, 2016 together with the reports of Auditors thereon:

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	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		18,114,663	18,114,663	100	18,114,663	0	100



Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		2,969,519	98.89	2,969,519	0	100	0
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0
	Poll		4,950,893	34.41	4,950,888	0	100	0
	Postal Ballot (If applicable)		Not Applicable					
	Total		4,957,986	34.46	4,957,971	0	100	0
Total		35,504,850	26,042,168		26,042,153	0		

3. Declaration of dividend at the rate of Re.0.70/- per Equity Share on 35,504,850 Equity Shares of Rs.2/- each for the year 31st March, 2016:

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	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		18,114,663	18,114,663	100	18,114,663	0	100
Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)		Not Applicable					
	Total		3,002,852	2,969,519	98.89	2,969,519	0	100
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0
	Poll		4,950,893	34.41	4,950,888	0	100	0
	Postal Ballot (If applicable)		Not Applicable					
	Total		14,387,335	4,957,986	34.46	4,957,971	0	100
Total		35,504,850	26,042,168		26,042,153	0		

(Handwritten signature)



4. Re-appointment of Mr. Tushar Sighat (DIN: 06984518) as a Director of the Company:

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	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	18,114,663	18,114,663	100	18,114,663	0	100	0
Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	3,002,852	2,969,519	98.89	2,969,519	0	100	0
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0
	Poll		4,934,466	34.30	4,934,461	0	100	0
	Postal Ballot (If applicable)	Not Applicable						
	Total	14,387,335	4,941,559	34.35	4,941,544	0	100	0
Total		35,504,850	26,025,741		26,025,726	0		

5. Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company:

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	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	18,114,663	18,114,663	100	18,114,663	0	100	0
Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot	Not Applicable						



	(If applicable)								
	Total	3,002,852	2,969,519	98.89	2,969,519	0	100	0	
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0	
	Poll		4,950,893	34.41	4,950,888	0	100	0	
	Postal Ballot (If applicable)		Not Applicable						
	Total		14,387,335	4,957,986	34.46	4,957,971	0	100	0
Total		35,504,850	26,042,168		26,042,153	0			

6. Appointment of Mr. Douglas Hsiao as Director of the Company:

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	18,114,663	18,114,663	100	18,114,663	0	100	0	
	Poll		Not Applicable						
	Postal Ballot (If applicable)		Not Applicable						
	Total		18,114,663	18,114,663	100	18,114,663	0	100	0
Public-Institutions	E-voting	3,002,852	1,648,099	54.88	1,648,099	0	100	0	
	Poll		Not Applicable						
	Postal Ballot (If applicable)		Not Applicable						
	Total		3,002,852	1,648,099	54.88	1,648,099	0	100	0
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	100	0	
	Poll		4,950,893	34.41	4,950,888	0	100	0	
	Postal Ballot (If applicable)		Not Applicable						
	Total		14,387,335	4,957,986	34.46	4,957,971	0	100	0
Total		35,504,850	24,720,748		24,720,733	0			

7. Appointment of Mr. Mukesh Lulla as Director of the Company:

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



154

Promoter and Promoter Group	E-voting	18,114,663	18,114,663	100	18,114,663	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	18,114,663	18,114,663	100	18,114,663	0	100	0
Public-Institutions	E-voting	3,002,852	1,648,099	54.88	1,648,099	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	3,002,852	1,648,099	54.88	1,648,099	0	100	0
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	100	0
	Poll		2,332,120	16.21	2,332,115	0	100	0
	Postal Ballot (If applicable)	Not Applicable						
	Total	14,387,335	2,339,213	16.26	2,339,198	0	100	0
Total		35504850	22101975		22,101,960	0		

8. Approval of Material Related Party Transactions:

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	18,114,663	Not Applicable					
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	18,114,663						
Public-Institutions	E-voting	3,002,852	2,969,519	98.89	2,969,519	0	100	0
	Poll		Not Applicable					
	Postal Ballot (If applicable)	Not Applicable						
	Total	3,002,852	2,969,519	98.89	2,969,519	0	100	0
Public-Non Institutions	E-voting	14,387,335	7,093	0.05	7,083	0	99.86	0
	Poll		4,950,893	34.41	4,950,888	0	100	0
	Postal Ballot (If applicable)	Not Applicable						
	Total	14,387,335	4,957,986	34.46	4,957,971	0	100	0
Total		35,504,850	7,927,505		7,927,490	0		



Report of Scrutinizer

*[Pursuant to 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, 26th day of August, 2016 at 5.00 p.m.
at Kesarval Gardens, Verna, Salcette, Goa- 403722.

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 Eighth Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Friday, 26th day of August, 2016 at 5.00 p.m. at Kesarval Gardens, Verna, Salcette, Goa- 403722, submit my report as under:



Shivaram Bhat
Company Secretary

1. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Computershare Private Limited ("Karvy") e-voting facility.
2. The e-voting remained open for the period commencing from Tuesday, 23rd August, 2016, 9:00 A.M to Thursday, 25th August, 2016, 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:



Shraddha Prabhukhanolkar



Shruti vengurlekar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



8. The result of the voting is as under:

Item No. 1

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial Year ended 31st March, 2016 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	
44	18	49,50,888	2,10,91,265	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
2	15



Shivaram Bhat
Company Secretary

Item No. 2

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of 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	
44	18	49,50,888	2,10,91,265	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
2	15



Item No. 3

To consider declaration of dividend for the financial year ended 31st March, 2016.

(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	
44	18	49,50,888	2,10,91,265	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
2	15



Shivaram Bhat
Company Secretary

Item No. 4

To Consider 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	
43	18	49,34,461	2,10,91,265	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
2	15



Shivaram Bhat
Company Secretary

Item No. 5

To approve ratification of appointment of M/s Deloitte Haskins and Sells, LLP (Firm Registration No 117366W/ W -100018), Chartered Accountants, as Statutory Auditors 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	
44	18	49,50,888	2,10,91,265	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
2	15



Shivaram Bhat
Company Secretary

Item No. 6

To consider appointment of Mr. Douglas Hsiao (DIN: 07265546) as the Director of the Company, liable to retire by rotation.

(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	
44	16	49,50,888	1,97,69,845	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
4	13,21,435



Shivaram Bhat
Company Secretary

Item No. 7

To consider appointment of Mr. Mukesh Lulla (DIN- 00524435) as the Director of the Company, liable to retire by rotation.

(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	
43	16	23,32,115	1,97,69,845	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
4	13,21,435



Shivaram Bhat
Company Secretary

Item No. 8

To consider and approve Material Related Party Transactions with the Holding and Fellow Subsidiary Companies.

(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	
44	17	49,50,888	29,76,602	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
3	1,81,14,678



Shivaram Bhat
Company Secretary

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and those whose votes were declared invalid 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/ Chairman for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,

Place: Panaji, Goa.

Dated: August 27, 2016



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

Shivaram Bhat
Practising Company Secretary
CP No. 7853

Received

(Douglas Hsiao)