

REF: DLK/L&S/2017-18/9-4

Date: September 2, 2017

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 September 1, 2017 at 11:00 a. m. at Kesarwal 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 September 1, 2017 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	September 1, 2017
Total number of shareholders on record date / Cut off date	31,632
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public	42
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	NA
Public	NA



Agenda- wise disclosure -Resolution No. 1

Adoption of Audited Standalone Financial Statements of the Company as at 31st March, 2017 together with the reports of Directors and Auditors.

Resolution required: (Ordinary/	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		Not Applicable					
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-		
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	14,20,935	-	-	-	-		
Public-Non Institutions	E-voting	1,59,69,252	26,25,002	16.44	26,25,002	-	100	-
	Poll		8,00,390	5.01	8,00,390	-	100	-
	Postal Ballot		Not Applicable					
	Total	1,59,69,252	34,25,392	21.45	34,25,392	-		
Total		3,55,04,850	2,15,40,055		2,15,40,055	-		

Resolution No. 2

Adoption of Audited Consolidated Financial Statements of the Company as at 31st March, 2017 together with the reports of Auditors thereon:

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter 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	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	Not Applicable						
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	-	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot	Not Applicable						
	Total	14,20,935	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,59,69,252	26,25,002	16.44	26,25,002	-	100	-
	Poll		8,00,390	5.01	8,00,390	-	100	-
	Postal Ballot	Not Applicable						
	Total	1,59,69,252	34,25,392	21.45	34,25,392	-	-	-
Total		3,55,04,850	2,15,40,055		2,15,40,055	-		

Resolution No. 3**Declaration of dividend for the year ended 31st March, 2017**

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		Not Applicable						
	Total		1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		Not Applicable						
	Total		14,20,935	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,59,69,252	26,25,002	16.44	26,25,002	-	100	-	
	Poll		8,00,390	5.01	8,00,390	-	100	-	
	Postal Ballot		Not Applicable						
	Total		1,59,69,252	34,25,392	21.45	34,25,392	-	-	-
Total		3,55,04,850	2,15,40,055		2,15,40,055	-			

Resolution No. 4**Re-appointment of Mr. Yao Chuan Yang (Mr. Gary Yang) 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
		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	Not Applicable						
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll							
	Postal Ballot	Not Applicable						
	Total	14,20,935	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,59,69,252	26,25,002	16.44	26,25,002	-	100	-
	Poll		8,00,390	5.01	8,00,390	-	100	-
	Postal Ballot	Not Applicable						
	Total	1,59,69,252	34,25,392	21.45	34,25,392	-	-	-
Total		3,55,04,850	2,15,40,055		2,15,40,055	-		

Resolution No. 5

Ratification of appointment of Auditors 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
		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	Not Applicable						
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	14,20,935	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,59,69,252	26,25,002	16.44	26,25,002	-	100	-
	Poll		8,00,390	5.01	8,00,390	-	100	-
	Postal Ballot	Not Applicable						
	Total	1,59,69,252	34,25,392	21.45	34,25,392	-	-	-
Total		3,55,04,850	2,15,40,055		2,15,40,055	-		

Resolution No. 6**Appointment of Ms. Madhu Gadodia as an Independent 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
		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	Not Applicable						
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll							
	Postal Ballot	Not Applicable						
	Total	14,20,935	-	-	-	-		
Public-Non Institutions	E-voting	1,59,69,252	26,24,992	16.44	26,24,982	10	99.9996	0.0004
	Poll		8,00,390	5.01	8,00,390	-	100	-
	Postal Ballot	Not Applicable						
	Total	1,59,69,252	34,25,382	21.45	34,25,372	10		
Total		3,55,04,850	2,15,40,045		2,15,40,035	10		

Resolution No. 7

Payment of Remuneration to Executive 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
		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	Not Applicable						
	Total	1,81,14,663	1,81,14,663	100	1,81,14,663	-	100	-
Public-Institutions	E-voting	14,20,935	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	14,20,935	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,59,69,252	6,199	0.04	6,169	30	99.52	0.48
	Poll		7,83,963	4.91	7,83,963	-	100	-
	Postal Ballot	Not Applicable						
	Total	1,59,69,252	7,90,162	4.95	7,90,132	30		
Total		3,55,04,850	1,89,04,825		1,89,04,795	30		

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, 1st day of September, 2017 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 Ninth Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Friday, 1st day of September, 2017 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 Computershare Private Limited ('Karvy') e-voting facility.



Shivaram Bhat
Company Secretary

2. The e-voting remained open for the period commencing from Tuesday, 29th August, 2017, 09:00 a.m. to Thursday, 31st August, 2017, 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

Stancy Dias

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:



Shivaram Bhat
Company Secretary

Item No. 1

To consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2017 together with the reports of 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	
37	21	800,390	20,739,665	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
1	5



Shivaram Bhat
Company Secretary

Item No. 2

To consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2017 together with the reports 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	
37	21	800,390	20,739,665	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
1	5



Shivaram Bhat
Company Secretary

Item No. 3

To consider declaration of Dividend for the year ended March 31, 2017.

(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	
37	21	800,390	20,739,665	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
1	5



Shivaram Bhat
Company Secretary

Item No. 4

To consider appointment of Mr. Yao Chuan Yang (Mr. Gary Yang), 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	
37	21	800,390	20,739,665	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
1	5



Shivaram Bhat
Company Secretary

Item No. 5

To approve Ratification of Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as 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	
37	21	800,390	20,739,665	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
1	5



Shivaram Bhat
Company Secretary

Item No. 6

To consider appointment of Ms. Madhu Gadodia as 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	
37	21	800,390	20,739,655	99.9999

(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	1	0	10	0.0001

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



Shivaram Bhat
Company Secretary

Item No. 7

Payment of Remuneration to Executive Director & CEO of the Company for the remaining term.

(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	
36	18	783,963	1,812,0862	99.999

(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	2	0	30	0.001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	2,618,778

9. A list of equity shareholders (in electronic format) who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



Shivaram Bhat
Company Secretary

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,



Yours faithfully,

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

Place: Verna, Salcette, Goa.

Dated: September 1, 2017

Shivaram Bhat
Practising Company Secretary
CP No. 7853

Received
A handwritten signature in blue ink, appearing to be "Arjun", written over a horizontal line.
Director
2-9-2017.