

March 25, 2014

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: Submission of Postal Ballot Notice:
Script Code: BSE -533146, NSE - DLINKINDIA**

Dear Sir,

This is to inform you that pursuant to Section 192A of the Companies Act, 1956 read along with Companies (Passing of Resolutions by Postal Ballot) Rules 2011, the Board of Directors of the Company have approved the conducting of Postal Ballot for obtaining the approval of Shareholders for the appointment of and payment of Remuneration to Mr. Gary Yang (Mr. Yao Chuan Yang), as Managing Director of the Company.

Please find enclose herewith six copies of postal ballot notices along with postal ballot forms.

This may be treated as disclosure pursuant to Clause 31 of the Listing Agreement.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,
For **D-LINK (INDIA) LIMITED**



**SHRINIVAS ADIKESAR
COMPANY SECRETARY**

D-Link (India) Limited

Registered Office: Plot No U2B, Verna Industrial Estate, Verna Plateau, Verna, Goa-403722.

NOTICE

Postal Ballot Notice Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the resolution by Postal Ballot) Rules, 2011

Dear Members,

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, NOTICE is hereby given that the Company is seeking the consent of the Members for the proposed resolution(s) appended below to be passed through Postal Ballot.

The Board of Directors of the Company has appointed Mr. Shivaram Bhat, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the attached self addressed postage prepaid envelop, so as to reach the Scrutinizer on or before Monday, May 5, 2014. The Scrutinizer will submit his report to the Executive Director & Chief Finance Officer / Director / Company Secretary after completion of the scrutiny of Postal Ballot Forms and the result of the voting by the postal ballot will be declared on Wednesday, May 7, 2014, at the registered office of the Company at Verna - Goa or at the Corporate office at Mumbai. The date of declaration of the result of Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolution.

The proposed Resolution to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 are appended below for consideration of the members. The Postal Ballot Form for exercising your vote is also annexed to this notice.

SPECIAL BUSINESS;

1) Appointment of and payment of remuneration to Mr. Gary Yang as Managing Director of the Company;

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 269 read with Schedule XIII of the Companies Act, 1956, Section 2(54) of the Companies Act 2013, and /or any other provisions to the extent applicable, pursuant to Article 58 of the Articles of Association of the Company and subject to the approval of the Central Government, Mr. Gary Yang, (Mr.Yao Chuan Yang) be and is hereby appointed as Managing Director of the Company for a period of five (5) years commencing on and from March 1, 2014 on the following terms and conditions”.

i. Appointment:

Mr. Gary Yang, in his capacity as Managing Director, shall be in overall charge of management of the affairs of the Company within the meaning of Section 2(54) of the Companies Act 2013.

ii. Remuneration:

1. Basic Salary: Rs. 50,000/- per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of Rs. 1,00,000/- per month.
2. Other Allowances: Rs. 75,000/- per month with such annual increment as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time, subject to a ceiling of Rs. 1,50,000/- per month.
3. Performance linked variable pay and / or any other compensation as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time and the same may be made on a pro-rata basis every month or on an annual basis subject to maximum of Rs. 20,00,000/-per annum.
4. Perquisites : In addition to the Salary as set out above, the Managing Director shall be entitled to the following perquisites :
 - a. Housing Rent Allowance equivalent to 40% of the Basic Salary.
 - b. Use of Company's car for official duties and telephone at residence (including long distance calls) shall not be considered as perquisites.
 - c. Reimbursement of all Medical expenses upto maximum of Rs. 50,000/- pa.
 - d. Provident Fund and Gratuity as per the applicable laws and rules.
 - e. Earned Leave as per the rules of the Company.
 - f. For the purpose of calculating the above, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

iii. Other Terms and Conditions:

- i) the remuneration as set out above be paid to the Managing Director as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the continuance of the tenure of the Managing Director, with the approval of the Central Government, if applicable.

- ii) the appointment may be terminated by either party by giving at least 90 days' prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof.
- iii) The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 (including any statutory modification or re- enactment thereof, for the time being in force) or any amendments made thereto.

“RESOLVED FURTHER THAT Mr. C M Gaonkar, Executive Director & CFO or Mr. Shrinivas Adikesar, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolutions.”

**By Order of the Board,
For D-Link (India) Limited**

Date: March 5, 2014.
Place: Verna - Goa.

Shrinivas Adikesar
Company Secretary

NOTES:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the assent or dissent of the Members in respect of the resolutions under Postal Ballot Notice dated March 5, 2014 shall be determined through Postal Ballot.
3. The Scrutinizer will submit his report to the Executive Director & CFO/ Director / Company Secretary after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Executive Director & CFO or any other Director, on May 7, 2014 at 16:00 Hours at the Registered Office or Corporate office of the Company and the resolution(s) will be taken as passed, if approved by the members by requisite majority, on the date of announcement of the result by the Executive Director & CFO or any other Director. The result of the Postal Ballot will be intimated to The National Stock Exchange of India Limited and BSE Limited.
4. Documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 hours and 13:00 hours on any working day except Saturday and public holidays.
5. The Notice is being sent to all the Members of the Company, whose names would appear in the Register of Members as on Friday, the February 28, 2014 (Cut-Off date/ BENPOS Date);

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013;

Item No. 1:

Mr. Gary Yang was re-appointed as the Managing Director of the Company by the Shareholders at the Annual General Meeting of the Company held on August 3, 2013 for a period of 5 years, effective from July 15, 2013. The said appointment was without any remuneration and subject to approval from the Central Government.

The application made by the Company to the Ministry of Corporate Affairs for the approval of re-appointment of Mr. Gary Yang as Managing Director was rejected for the reason that the appointee could not submit employment visa. The quantum of remuneration is pre-condition for granting of such employment visa as per the prevailing Government policy. Consequently, the Board of Directors of the Company approved the appointment of and payment of remuneration to Mr. Gary Yang as proposed subject to necessary approvals.

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to appoint Mr. Gary Yang as the Managing Director of the Company to guide the affairs of the Company. The Company now proposes to pay remuneration to Mr. Gary Yang for his Services pursuant to such appointment as Managing Director of the Company.

Mr. Gary Yang has wide knowledge and more than 24 years' experience in the IT industry. Mr. Gary Yang possesses a Bachelor's degree in Management from Cheng Kung University, Taiwan. Mr. Gary Yang is associated with D-Link for more than 20 years and presently he is supervising the operations in South Asia, Middle East and African Countries.

Mr. Gary Yang being a foreign national, his appointment as Managing Director requires approval of the Central Government in terms of the provisions of the Companies Act 1956.

The above may also be considered as an abstract of the terms of the appointment of Mr. Gary Yang as the Managing Director of the Company in accordance with the provisions of Section 302 of the Companies Act, 1956.

Mr. Gary Yang is interested in the Resolution, which if passed, will benefit him. No other Director, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this item.

The Directors recommend the resolution for members' approval as a Special Resolution

Copy of the contract with Mr. Gary Yang is available for inspection at the Registered Office of the Company.

**By Order of the Board,
For D-Link (India) Limited**

Date: March 5, 2014.
Place: Verna - Goa.

Shrinivas Adikesar
Company Secretary



Building Networks for People

D-Link (India) Limited

Registered Office: Plot No U2B, Verna Industrial Estate, Verna Plateau, Verna, Goa-403722.

POSTAL BALLOT FORM

Sr. No.

(Please read the instructions printed overleaf carefully before completing this form)

1. Name and Registered Address of the :
Sole / First named member

2. Name(s) of the joint Member(s), if any, :
Registered with the Company.

3. Registered Folio No. /DP ID No. & :
Client ID No.*
*(Applicable to Members holding
shares in Dematerialized Form)

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent/dissent to the said resolution by marking tick (✓) in the appropriate box below:

Resolution Item	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for Appointment of and payment of remuneration to Mr. Gary Yang as Managing Director of the Company.			

Date:

Place:

Signature of the Member

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, in the attached self-addressed postage prepaid envelope. Postage will be borne and paid by the Company.
2. The Board of Directors has appointed Mr. Shivaram Bhat, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process.
3. Duly completed Postal Ballot Forms (Refer the Instructions to the Postal Ballot Form) should be received by the Scrutinizer not later than the close of working hours on May 5, 2014. Postal Ballot Forms received thereafter will be treated as if no reply from the member has been received.
4. There will be one Postal Ballot for every Folio/Client ID irrespective of the number of Joint Holder.
5. The Postal Ballot form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company/Depository Participant with whom the shares are held under dematerialized mode) by the first named member and in his absence, by the next named member. In case of shares held by the Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be signed by the authorized signatory(ies) and must be accompanied by a certified true copy of Board Resolution / Power of Attorney, failing which the same shall be rejected.
6. Incomplete / defaced / mutilated / incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Any communication, other than duly filled and completed Postal Ballot indicating your assent (for) or dissent (against), sent to scrutinizer shall not be taken on record. The Scrutinizer's decision on the validity of Postal Ballot will be final and binding.
7. The Scrutinizer will scrutinize and submit his report to the Executive Director & CFO / Director and the result of postal ballot will be declared by the Executive Director & CFO/ Director / Company Secretary of the Company on May 7, 2014 at the Registered Office of the Company at Verna, Goa or at the Corporate office at Mumbai at 16.00 hours.
8. Postal Ballot shall not be exercised by the Proxy.
9. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the member as on March 5, 2014.
10. Envelopes containing Postal Ballot, if sent by courier or by Post at the expense of the registered member, will also be accepted.

Size 9.0" X 4.0"



BUSINESS REPLY ENVELOPE

B. R. PERMIT NO. GOA - 44
VERNA - GOA 403 722.



To,
THE SCRUTINIZER
Mr. Shivaram Bhat
D- Link (India) Limited
Plot No. U2B, Verna Industrial Estate,
Verna, Salcette, Goa - 403722. India
Tel: 0832 - 2885800 Fax: 0832 - 2885823
Website : www.dlink.co.in

Size : 9.5" x 4.5"

BOOK POST

If undelivered please return to :

D- Link (India) Limited

Plot No. U2B, Verna Industrial Estate, Verna, Salcette, Goa - 403722. India

Tel: 0832 - 2885800 Fax: 0832 - 2885823 Website : www.dlink.co.in