

August 23, 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: Outcome of the 6th 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 6th Annual General Meeting of the Company held today, August 23, 2014 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 Balance Sheet of the Company as at March 31, 2014, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Declaration of dividend of Re. 0.60/- per Equity Share of Rs.2/- each (i.e. @ 30% on the paid up equity capital) for the financial year 2013-14.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Re-appointment of Mr. A. P. Chen as a Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company for four consecutive years from conclusion of Sixth Annual General Meeting to Tenth Annual General Meeting.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
5	Appointment of Mr. Rajaram Ajgaonkar as the Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
6	Appointment of Mr. Satish Godbole as the Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
7	Appointment of Mr. Anil Bakshi as the Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

Pursuant to Clause 35A of the Listing Agreement, the details of the voting results at the Annual General Meeting of the Company are given below;

Date of the AGM:	August 23, 2014
Total number of shareholders on record date (Cut-off date for e-voting):	18, 216
No. of shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	1
Public:	47
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	-
Public:	-

The consolidated voting details of 6th Annual General Meeting together with the reports of the Scrutinizer are enclosed.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,

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



SHRINIVAS ADIKESAR
COMPANY SECRETARY

Consolidated voting results at the 6th Annual General Meeting:

In case of Poll/Postal ballot/E-voting:

1. Adoption of Audited Financial Statements of the Company as on March 31, 2014 and reports thereon:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	431502	23.57	431502	0	100	0
Public-Others	15559312	5737655	36.88	5700862	0	99.36	0
Total	35504850	24283820		24247027	0		

2. Declaration of dividend at the rate of Re.0.60/- per Equity Share on 30,004,850 Equity Shares of Rs.2/- each:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	499843	27.30	499843	0	100	0
Public-Others	15559312	5737694	36.88	5700951	0	99.36	0
Total	35504850	24352200		24315457	0		



3. Re-appointment of Mr. A. P. Chen as a Director of the Company:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	899500	49.13	899500	0	100	0
Public-Others	15559312	5737656	36.88	5700893	20	99.36	0.00035
Total	35504850	24751819		24715056	20		

4. Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company for four consecutive years:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	1830845	99.998	0	0	0	0
Public-Others	15559312	5737656	36.88	5700903	20	99.36	0.00035
Total	35504850	25683164		23815566	20		



5. Appointment of Mr. Rajaram Ajgaonkar as the Independent Director of the Company for five consecutive years for a term up to 31st March, 2019:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	1830845	99.998	0	0	0	0
Public-Others	15559312	5737655	36.88	5700861	51	99.36	0.00089
Total	35504850	25683163		23815524	51		

6. Appointment of Mr. Satish Godbole as the Independent Director of the Company for five consecutive years for a term up to 31st March, 2019:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	1830845	99.998	0	0	0	0
Public-Others	15559312	5737656	36.88	5700861	52	99.36	0.00091
Total	35504850	25683164		23815524	52		



7. Appointment of Mr. Anil Bakshi as the Independent Director of the Company for five consecutive years for a term up to 31st March, 2019:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional Holders	1830875	1830845	99.998	0	0	0	0
Public-Others	15559312	5737655	36.88	5700893	20	99.36	0.00035
Total	35504850	25683163		23815556	20		



FORM No. MGT-13
Report of Scrutinizer(s)

[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 Saturday, 23rd day of August, 2014 at 11.00 a.m.
at Kesarval Gardens, Cortalim, Verna, Salcette,
Goa 403722.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the sixth Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Saturday, 23rd day of August, 2014 at 11.00 a.m. at Kesarval Gardens, Cortalim, Verna, Salcette, Goa 403722, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

Item No. 1 of the Notice:

To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	24183929	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	36743

Item No. 2 of the Notice:

To declare Dividend of Re. 0.60/- per Equity Share for the year ended 31st March, 2014.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	24252270	100



Shivaram Bhat
Company Secretary

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	36743

Item No. 3 of the Notice:

To appoint a Director in place of Mr. A. P. Chen (holding DIN 00119406), who retires by rotation and, being eligible, seeks re-appointment.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	24651927	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	36743



Item No. 4 of the Notice:

To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (registration no. 117366W/W-100018) as Auditors of the Company to hold office for four consecutive years (subject to the ratification of their appointment at every Annual General Meeting) and to authorize the Board of Directors to fix their remuneration.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	23752427	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	1867588

Item No. 5 of the Notice:

To appoint Mr. Rajaram M. Ajgaonkar (holding DIN 00605034), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	23752427	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	1867588

Item No. 6 of the Notice:

To appoint Mr. Satish V. Godbole (holding DIN 02596364), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019..

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	23752427	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	1867588



Shivaram Bhat
Company Secretary

Item No. 7 of the Notice:

To appoint Mr. Anil R. Bakshi (holding DIN 00171649), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	23752427	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	1867588

5. 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.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,



Yours faithfully,

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

Place: Verna, Goa.
Dated: August 23, 2014.

Shivaram Bhat
Practising Company Secretary
CP No. 7853

Scrutinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014)

To
The Chairman of 6th Annual General Meeting of the members of
D-Link (India) Limited (the Company)
to be held on the 23rd August, 2014 at 11.00 A.M.
at Kesarval Gardens, Cortalim, Verna, Salcette, Goa 403722.

Dear Sir,

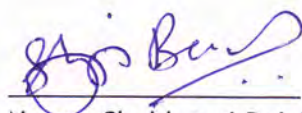
1. I, Shivaram Bhat, Practising Company Secretary, have been appointed by the Board of Directors of **D-Link (India) Limited** (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 6th Annual General Meeting (AGM) of the members of the Company, to be held on the 23rd day of August, 2014 at 11.00 A.M. at Kesarval Gardens, Cortalim, Verna, Salcette, Goa 403722.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 6th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

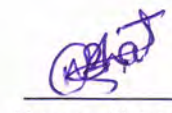


Shivaram Bhat
Company Secretary

3. Further to the above, I submit my report as under:-

- i. The e-voting remained open for the period commencing from Monday, 18th August, 2014, 09:00 A.M to Tuesday, 19th August, 2014, 06:00 P.M.
- ii. The members of the Company as on the "cut-off" date i.e. 18th July, 2014 were entitled to vote on the resolutions (Items nos. 1 to 7 as set out in the Notice of the 6th AGM of the Company).
- iii. The votes cast were unblocked on August 20th, 2014 after the closure of the voting hours, in the presence of 2 witnesses, Ms. Shubhangi Baichwal and Mr. Naveen Bhat, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Name: Shubhangi Baichwal


Name: Naveen Bhat

4. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ('Karvy') i.e., <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

The result of the Poll is as under:

Item No. 1 of the Notice:

To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and Auditors thereon.



(i) Voted in **favour** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
10	63098	100

(ii) Voted **against** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) **Invalid** votes:

Number of Ballots received	No. of votes cast
1	50

Item No. 2 of the Notice:

To declare Dividend of Re. 0.60/- per Equity Share for the year ended 31st March, 2014.

(i) Voted in **favour** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
11	63187	100

(ii) Voted **against** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0



Shivaram Bhat
Company Secretary

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 3 of the Notice:

To appoint a Director in place of Mr. A. P. Chen (holding DIN 00119406), who retires by rotation and, being eligible, seeks re-appointment.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
11	63129	99.97

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	20	0.03

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 4 of the Notice:

To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (registration no. 117366W/W-100018) as Auditors of the Company to hold office for four consecutive years (subject to the ratification of their appointment at every Annual General Meeting) and to authorize the Board of Directors to fix their remuneration.



(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
11	63139	99.98

(ii) Voted **against** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	10	0.02

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 5 of the Notice:

To appoint Mr. Rajaram M. Ajgaonkar (holding DIN 00605034), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
9	63097	99.92

(ii) Voted **against** the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	51	0.08



Shivaram Bhat
Company Secretary

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 6 of the Notice:

To appoint Mr. Satish V. Godbole (holding DIN 02596364), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
9	63097	99.92

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	52	0.08

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0



Shivaram Bhat
Company Secretary

Item No. 7 of the Notice:

To appoint Mr. Anil R. Bakshi (holding DIN 00171649), as an Independent Director of the company to hold office for five consecutive years for a term up to March 31, 2019.

(i) Voted in favour the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
11	63129	99.97

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	20	0.03

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0



Thanking you,

Yours faithfully,

CS Shivaram Bhat
Practising Company Secretary

Place: Panaji, Goa

Dated: 20th August, 2014