

September 4, 2015

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 Proceedings of the Seventh Annual General Meeting of
the Company:**

Script Code: BSE - 533146, NSE - DLINKINDIA

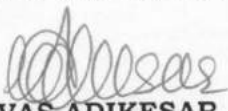
Dear Sir,

Pursuant to Clause 31 (d) of the Listing Agreement, enclosed please find the certified true copy of the Proceedings of the Seventh Annual General Meeting of the Company held on August 29, 2015.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,
For D-LINK (INDIA) LIMITED


**SHRINIVAS ADIKESAR
COMPANY SECRETARY**

PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF D-LINK (INDIA) LIMITED HELD ON SATURDAY, AUGUST 29, 2015 AT 11.00 A.M. AT KESARVAL GARDENS, CORTALIM, VERNA, SALCETTE, GOA – 403722.

The following Directors were present:

- | | |
|--------------------------|-------------------------------|
| 1. Mr. Douglas Hsiao | - Non-Executive Chairman |
| 2. Mr. Gary Yang | - Managing Director |
| 3. Mr. Tushar Sighat | - Executive Director & C.E.O. |
| 4. Mr. Rajaram Ajgaonkar | - Director |
| 5. Mr. Satish Godbole | - Director |
| 6. Mr. Anil Bakshi | - Director |
| 7. Ms. Sue-Fung Wang | - Director |

In Attendance:

Mr. Shrinivas Adikesar - Company Secretary

By Invitation:

Mr. C. M. Gaonkar - Chief Financial Officer

Statutory Auditors:

Mr. Ashesh Jani - M/s Deloitte, Haskins & Sells LLP
Mr. Abhay Fadte - M/s Deloitte, Haskins & Sells LLP

Secretarial Auditors:

Mr. Shivaram Bhat - Practising Company Secretary

Members Present:

42 members were present in person including representatives of the body corporate and 9 members were present through proxies at the meeting.

The Company Secretary announced that the requisite quorum is present and the formal proceedings of the meeting could commence. Mr. Gary Yang - Managing Director introduced the members of the Board of Directors present on the dais.

Mr. Tushar Sighat – Executive Director & CEO, being member of the Company proposed that Mr. Douglas Hsiao to be the Chairman of the meeting. Mr. C. M. Gaonkar being member of the Company seconded the proposal put forth by Mr. Tushar Sighat and with the permission of Board Members and members present, Mr. Douglas Hsiao was unanimously elected/ appointed as Chairman of the meeting. Thereafter, Mr. Douglas Hsiao took the Chair and called the Meeting to order.

The Chairman welcomed the Members to the 7th Annual General Meeting. The Chairman informed the Members that Registers and Books as required under the Companies Act, 2013 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 a total number of 9 proxies representing 28,85,961 Equity Shares.



The Chairman informed the members that Mr. Vinai Kolli – Director of the Company could not attend this Annual General Meeting due to his prior commitments.

The Chairman further informed that Mr. Rajaram Ajgaonkar - Chairman (Audit Committee) and Mr. Satish Godbole - Chairman (Nomination and Remuneration Committee and Stakeholder Relationship Committee) were present in person to address the queries raised by the members at the Annual General Meeting.

The Notice convening the Seventh 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 Adikesar to read out the Auditors Report. Since, the Independent Auditors Report on the financial statements of the Company for the year ended 31st March, 2015 was already circulated; the members unanimously consented to take the same as read.

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

The Chairman then informed the members that pursuant to the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014 a Poll process has to be conducted in respect of all the resolutions proposed, with respect to Ordinary and Special Business in the Notice convening the Annual General Meeting. After all the resolutions are proposed and seconded; shareholders are requested to cast their votes which shall be taken by way of a Poll in the Ballots which have already been provided at the registration counter while marking the attendance of members.

The Chairman further informed the members that the voting for all the resolutions will be taken up at the end after all the individual resolutions are proposed and seconded.

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 31st March, 2015, was placed before the Members for their adoption and approval. The Members considered the Audited Standalone and Consolidated Statement of Profit and Loss for the financial year ended 31st March, 2015 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 resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Akshay Shanbhag.

The Chairman then invited queries from the Members on the resolution.

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. Pankaj Rathod proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Shambhu Naik.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR:

The matter concerning re-appointment of Mr. Yao Chuan Yang (Mr. Gary Yang) (DIN: 02609366) as Director of the Company, 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 the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Govind Dalvi.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 4: RATIFICATION OF APPOINTMENT OF AUDITORS:

The matter concerning the ratification of appointment of 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 resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Yogesh Shirodkar.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The matter concerning about the adoption of new set of Articles of Association of the Company, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Ms. Apurva Prabhudesai proposed the resolution to be passed as a Special Resolution. The resolution was seconded by Mr. Siddesh Gauns.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 6: APPOINTMENT OF MR. TUSHAR SIGHAT AS DIRECTOR:

The matter concerning about the appointment of Mr. Tushar Sighat (DIN: 06984518) as a Director of the Company, liable to retire by rotation, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Swapnesh Verlekar proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Ketan Kamat.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 7: APPOINTMENT OF MR. TUSHAR SIGHAT AS EXECUTIVE DIRECTOR & CEO OF THE COMPANY:

The matter concerning about the appointment of and payment of remuneration to Mr. Tushar Sighat (DIN: 06984518) as a Director in the whole-time employment and designated as Executive Director & CEO of the Company for a period of 5 years with effect from October 1, 2014, was placed before



the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Suresh Lamani proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Shashank Tengse. The Chairman then invited queries from the Members on the resolution.

ITEM NO. 8: APPOINTMENT OF MR. VINAI KOLLI AS DIRECTOR:

The matter concerning about the appointment of Mr. Vinai Kolli (DIN: 01568068) as a Director of the Company, liable to retire by rotation, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Shravan Swarup D proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Deepak More.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 9: APPOINTMENT OF MR. VINAI KOLLI AS WHOLE-TIME DIRECTOR OF THE COMPANY:

The matter concerning about the appointment of Mr. Vinai Kolli (DIN: 01568068) as a Whole-time Director of the Company for a period of 5 years, without any remuneration, commencing on and from December 18, 2014, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vivek Naik Desai proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Sahil Kankonkar.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 10: APPOINTMENT OF MS. SUE-FUNG WANG AS AN INDEPENDENT DIRECTOR:

The matter concerning about the appointment of Ms. Sue-Fung Wang (DIN: 06979219) as an Independent Director of the Company to hold office for a term upto September 29, 2019, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Ms. Padma Naik proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Reema Chodankar.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 11: VARIATION IN THE TERMS OF PAYMENT OF REMUNERATION TO MANAGING DIRECTOR:

The matter concerning about the variation in the terms of payment of remuneration to Managing Director, was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Ms. Shruti Kurup proposed the resolution to be passed as a Special Resolution. The resolution was seconded by Mr. Pankaj Rathod.

The Chairman then invited queries from the Members on the resolution.

ITEM NO. 12: APPROVAL OF RELATED PARTY TRANSACTIONS:

The matter concerning about the approving the related party transactions of the Company with its holding and fellow subsidiaries, was placed before the Members for their consideration and approval.



In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vivek Naik Desai proposed the resolution to be passed as a Special Resolution. The resolution was seconded by Mr. Dipak Salgaonkar.

The Chairman then invited queries from the Members on the resolution.

Since all the resolutions were proposed and seconded, the Chairman then asked the members to proceed for the Poll process. The Chairman stated that the Board has appointed Mr. Shivaram Bhat, a Company Secretary in Practice as a Scrutinizer to conduct the voting process in a fair and transparent manner. He also made a mention to the members that he is not an Officer or Employee of the Company.

Further, the Chairman requested the Company Secretary to explain the Poll process to the Shareholders.

Mr. Shrinivas Adikesar, Company Secretary explained the poll process to the members of the Company. He further added that pursuant to the provisions of section 108 of the Companies Act, 2013 read with the rules made thereunder, the Company had offered the electronic voting system/platform, to the members for voting on all resolutions which were placed/considered at the Annual General Meeting, which commenced from 9.00 A.M. on August 26, 2015 and ended at 5.00 P.M. on August 28, 2015.

The Company Secretary further informed the Shareholders that those who have not participated in the electronic voting and are present at the Annual General Meeting will get an opportunity to cast their votes by poll. The Scrutinizer then locked the Ballot box after showing the empty Ballot box to the members. The Scrutinizer then conducted the Ballot and took custody of the ballot box once the voting was completed.

The Chairman then authorised the Company Secretary to receive the Scrutinizers Report and declare the result of voting process conducted for the Annual General Meeting.

VOTE OF THANKS:

There being no other business to transact, Mr. Shrinivas Adikesar, 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 ADIKESAR
COMPANY SECRETARY**



Place: Verna, Goa.

Date : 04/09/2015.