



D-Link (India) Limited

CIN No.: L72900GA2008PLC005775

Regd. Office: Plot No. U02B, Verna Industrial Estate, Verna, Goa - 403722.

Ph. No.: 0832-2885800 • Email: shares@dlink.co.in • Website: <https://in.dlink.com>

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting (AGM) of the members of D-Link (India) Limited (the Company) will be held on Saturday, August 13, 2022 at 11:00 a.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend of ₹3 per equity share (i.e. 150%) of the face value of ₹2 each of the Company for the financial year ended March 31, 2022.

4. Appointment of Mr. Tushar Sighat as Director, liable to retire by rotation

To re-appoint a director in place of Mr. Tushar Sighat (DIN: 06984518), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Approval of Material Related Party Transactions with D-Link Corporation:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to applicable provisions of the Companies Act 2013 ("Act") read with rules made thereunder, Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), the Company's Policy on Related Party Transactions and such other applicable provisions of law, if any, read with Circulars issued by SEBI from time to time and any amendments, modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 and for the period starting from April 1, 2023 till the date of 15th Annual General Meeting, up to a maximum aggregate value as detailed in the explanatory statement to this resolution, with D-Link Corporation, the ultimate holding company of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder,:

- i. Purchase of IT Networking Products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name

vii. any other transactions/arrangements from time to time including those entered in the course of normal business activities, notwithstanding the fact that all such transactions whether individually and/or in the aggregate may exceed ₹1,000 crore or 10% of the annual consolidated turnover of the respective financial year as per the Company's last audited financial statements of the immediately preceding financial year, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

"RESOLVED FURTHER THAT the members of the Company do hereby accord approval to the Board of Directors and/or any Key Managerial Persons of the Company to sign and execute all documents, contracts/deeds and writings and undertake all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to finalize and execute all such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) and / or officer(s) / employee(s) of the Company / any other person(s) to give effect to the aforesaid resolution as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board
For D-Link (India) Limited

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: April 26, 2022

Registered Office:

Plot No. U02B,
Verna Industrial Estate,
Verna, Goa - 403722, India.

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 as amended from time to time (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations 2015) and MCA Circulars, the 14th AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the Special Business(s) in the Notice is annexed as Annexure I hereto and forms part of this Notice.
3. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Act. All resolutions shall continue to be passed through the facility of e-voting made available for the members.
5. In view of relaxation given by MCA Circulars and SEBI Circular dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 circular dated January 15, 2021 as amended, the Annual Report including Financial statements, Auditor’s report, Board’s report, Notice of AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2021-22 will also be available on the Company’s website <https://in.dlink.com> and websites of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at shares@dlink.co.in in case they wish to obtain the same.
6. The Members, seeking any information with regard to the financial statement, operations to be placed at the AGM are requested to send their queries through Email on shares@dlink.co.in at least 5 days before the meeting, so that the information can be compiled in advance. The same will be replied by/ on behalf of the Company suitably.
7. The Register of Members and the Share Transfer Register will remain closed from Saturday, July 30, 2022 to Friday, August 5, 2022 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 14th AGM, shall, be paid to those members whose names appear on the Register of Members as on the record date, i.e., July 29, 2022.
As per the provisions of Income Tax Act, 1961 (‘the Act’), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS) / With Holding Tax at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category and residential status of the shareholder. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereto. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company / Company’s RTA, (if shares are held in physical form).
8. The amount of dividend remaining unclaimed or unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2021-22, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2014 to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2015 will be due for transfer to Investor Education and Protection Fund on or after October 5, 2022. The Members who have not encashed the dividend warrants for the earlier years so far are requested to send their claims, if any, to the Company / Share Transfer Agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Members holding shares in physical form and desirous of either registering or changing bank particulars are requested to write to the Company/ RTA.
As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in demat mode should file their nomination with their Depository Participants (‘DPs’) for availing this facility.
10. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar and Transfer Agents, giving reference of Folio Number.
11. Details under Regulation 36(3) of SEBI Listing Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice as Annexure-II.
12. The Statutory Registers and the documents pertaining to the items of business to be transacted are available for inspection in electronic mode during the AGM.
13. **Voting through electronic means:**
 - a) In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote at the 14th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting). The Company has availed the facilities of KFin Technologies Limited (“KFinTech”) for facilitating e-voting.
 - b) The remote e-voting period commences on Wednesday, August 10, 2022 at 9:00 am and ends on Friday, August 12, 2022 at 5:00 pm. The e-voting module will be disabled by KFinTech for voting thereafter. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Saturday, August 6, 2022. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- d) The Company has appointed Mr. Shivaram Bhat, Practising Company Secretary, as the ‘Scrutiniser’ to scrutinize the remote e-voting and the e-voting at the AGM. The Board of Directors has authorized Mr. Shrinivas Adikesar, Company Secretary of the Company as the person responsible for the entire e-voting process. The Scrutiniser shall make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.
- e) The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://in.dlink.com> and shall be forwarded to the Stock Exchanges. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e Friday, July 8, 2022, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

14 General Instructions

14.1 PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 as amended in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 as amended on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- vi. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3** : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'D-LINK INDIA LIMITED- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.sbhat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to shares@dlink.co.in. Questions /queries received by the Company till Wednesday, August 10, 2022 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

14.2 Instructions for members for attending the AGM through VC/OAVM and for voting during AGM are as under –

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3. Members are encouraged to join the Meeting through Desktops or Laptops or Tablets for better experience.
- 4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 5. Please note that Participants connecting from Desktops or Tablets or Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6. Members can join the AGM in VC/OAVM mode, between 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in this notice.
- 7. The facility for participation in the AGM through VC/OAVM will be available for 2000 members on first-come-first-served basis. This will not include large shareholders (i.e shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
- 8. Shareholders who would like to express their views/ask questions may express the same through any of the following options –
 - i. Through Registered E-Mail ID: Shareholders may send their views/questions in advance, mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at shares@dlink.co.in from Friday, August 5, 2022 (09.00 AM) to Wednesday, August 10, 2022 (05.00 PM). Members are requested to send their e-mail with the subject titled "AGM 2022 – Expression of views/questions". The same will be replied by the Company suitably.
 - ii. Being a speaker during AGM: Members may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number to shares@dlink.co.in on or before the closing business hours of Wednesday, August 10, 2022 (05.00 PM). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers on first-come-first-served basis.

ANNEXURE - I TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out the information relating to the Special Business mentioned under Item No. 5 in the accompanying Notice:

Item No. 5:

The Company is a subsidiary of D-Link Holding Mauritius Inc. which is ultimately held by D-Link Corporation, Taiwan. Accordingly, D-Link Corporation is a 'Related Party' of the Company. The Company is primarily engaged in marketing and distribution of D-Link branded Networking products in India and SAARC region and in furtherance of its business activities, enter into transactions with D-Link Corporation. The brief of the transactions with D-Link Corporations are as below:

- i. Purchase of IT Networking products
- ii. Sale of IT Networking products
- iii. Rendering or receiving of IT services
- iv. Product warranty and product discount
- v. Reimbursement of expenses and income
- vi. Royalty payment for use of brand name

The Company has entered into License Agreement for 10 years, effective January 1, 2020 with D-Link Corporation wherein the latter has granted an exclusive right and license to use the Trademarks on or in association with the Licensed Products and services, including manufacture, have manufactured from the third party, sell, distribute, the licensed products in India. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor and the Royalty % can be revised from time to time on the total sales / total revenue from the licenced products.

In terms of Regulation 23 of the SEBI Listing Regulations, the aforesaid transactions with D-Link Corporation during financial year 2022-23 and for the period starting from April 1, 2023 up to the date of 15th Annual General Meeting ('relevant period') may exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and therefore may exceed the materiality threshold as prescribed under the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is required to be sought for all such arrangements / transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with D-Link Corporation, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise in line with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022. The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188 (1) of the Companies Act, 2013 and rules thereunder.

In view of the above, the Company now proposes to obtain prior approval of the Members for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by the said resolution) for carrying out and / or continuing with such arrangements and transactions as specified in the resolution or as mentioned above with D-Link Corporation, being the ultimate holding company and a related party of the Company.

The Audit Committee of the Company has granted approval for entering into and continuation of various related party transactions with D-Link Corporation during financial year 2022-23 and subsequent years including as stated in the resolution and explanatory statement and has noted that the said transactions will be on an arms' length basis and in the ordinary course of the Company's business. The management has provided the Audit Committee with the description of the transactions including material terms and basis of pricing as mentioned in this explanatory statement. Summary of the other terms of the transactions are outlined as under:

Sr. No.	Particulars	Details of transactions					
1	Nature of Transactions	Purchases of Goods	Sale of Goods	IT services	Warranty & Discount	Expense Reimbursement	Royalty
2	Monetary value of the proposed transactions during the relevant period.	Up to a value of ₹400 crores per annum.	Up to a value of ₹40 crores per annum.	Up to a value of ₹20 crores per annum.	Up to a value of ₹40 crores per annum.	Up to a value of ₹10 Crores per annum.	Up to a value of ₹25 Crores per annum.
3	Tenure of the transactions	The Company presently undertakes and proposes to continue the above repetitive transactions. The agreement for payment of license fees / Royalty is for a period of 10 years.					
4	Material terms and particulars of the contract or arrangement.	Arrangement by the Company with D-Link Group in this regard and the material terms are: <ol style="list-style-type: none"> a. Purchase and sales in the ordinary course of business b. Payment credit terms between 45 days to 75 days from the date of invoice. c. Product warranty up to 3 years and discounts based on the product specifications; d. Providing of ERP and IT Support Services. e. Payment of license fees of 1.5% for use of trademark on the total revenue from the licensed products. f. Other terms as may be decided by the board from time to time. 					

Sr. No.	Particulars	Details of transactions	
5	Percentage of the Company's Annual Turnover on a consolidated basis for the immediately preceding FY	The transactions together approximately 6.50% of the Annual Turnover for the FY 2021-22.	For the Financial Year 2022-23 and period starting from April 1, 2023 up to the date of 15 th AGM in FY 2023-24, the transactions taken together with D-Link Corporation may exceed 10% of the Consolidated turnover of the preceding relevant financial year.
6	For RPTs involving subsidiaries, % of annual turnover of the subsidiary on a standalone basis	Not applicable	
7	Additional Information in case of Loans, ICDs/advances or investments made or given:	Not applicable	
8	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the Company.	
9	Copy of valuation or other external report if any	No valuation / external report has been relied upon for the transaction in question.	
10	Any other information relevant or important for the members to take a decision on the proposed resolution	The Company is engaged in Trading and Marketing of Networking products in India and SAARC. The majority networking products dealt by the Company are imported from D-Link Corporation at arm's length price. D-Link Corporation has granted an exclusive right and license to use the Trademarks on or in association with the Licensed Products and services. In consideration of the rights granted, the Company is required to pay royalty of 1.5% on the total sales / total revenue from the licensed products bearing the trademarks which are procured from third party manufacturer/ vendor. The Board is of the opinion that the above transactions are in the best interests of the Company.	

Accordingly, the Board of Directors recommends passing of ordinary resolution set out at Item No.5 of the Notice for approval by the members.

Mr. Hung-Yi Kao – Chairman of the Company and D-Link Holding Mauritius Inc Promoter, may be deemed to be interested in the above ordinary resolution by virtue of his holding employment position in D-Link group and / or in other associate concerns of D-Link Corporation. None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, in the resolution set out at Item No.5 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions No. 5 whether the entity is a related party to the particular transaction or not.

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

Shrinivas Adikesar
Company Secretary

Mumbai, Dated: April 26, 2022

Registered Office:
Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.

ANNEXURE II - TO NOTICE

Details of Directors Seeking re-appointment at the 14th Annual General Meeting:

Name of Director	Mr. Tushar Sighat
DIN	06984518
Date of Birth	September 30, 1969
Date of first appointment on the Board	September 30, 2014
Qualifications	Mr. Sighat is a qualified BE in Electronics and Telecom
Brief Resume and Specific Functional Area	<p>Mr. Sighat has over 30 years of rich experience in the IT industry. He joined D-Link as the CEO in 2011 and played a crucial role in overcoming the turbulent phase of the demerger and winning back the confidence of customers, partners and employees.</p> <p>As MD & CEO, he is responsible for driving D-Link's growth and playing a strategic role in strengthening its position as a leader in networking industry.</p> <p>Mr. Tushar Sighat is also the Chairman of D-Link's subsidiary, TeamF1 Networks Pvt. Ltd.</p>
Relationship between Directors, Manager and Other Key Managerial Personnel Inter-se	None
Names of the entities in which she/he holds directorships	TeamF1 Networks Private Limited
Chairman/Member of the Committee(s) of Board of Directors of other listed entities	None
Shareholding in the Company	16,427 Equity shares
No of board meetings attended	All four board meetings held during the Financial Year 2021-22
Remuneration sought to be paid	As per the resolution passed by the shareholders at the AGM held on September 25, 2020.
Terms and conditions of re-appointment	Appointed as Managing Director & CEO for a period of three years with effect from November 2, 2020 liable to retirement by rotation.

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

Mumbai, Dated: April 26, 2022

Registered Office:
 Plot No. U02B, Verna Industrial Estate,
 Verna, Goa - 403722, India.

Shrinivas Adikesar
 Company Secretary