

**Secretarial compliance report of D-LINK (INDIA) LIMITED
for the year ended 31st March, 2019**

I, **CS Shivaram Bhat** have examined:

- (a) all the documents and records made available to me and explanation provided by **D-LINK (INDIA) LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *Not applicable as there was no reportable event during the review period;*



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable as there was no reportable event during the review period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not applicable as there was no reportable event during the review period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable as there was no reportable event during the review period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable as there was no reportable event during the review period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Circulars, Guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------------|---|------------|---|
| -----NIL----- | | | |



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken e.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| Nil | | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| Not Applicable | | | | |



CS Shivaram Bhat
ACS No. 10454 CP No. 7853

Place: Panaji, Goa.
Date: May 27, 2019

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

(My Secretarial compliance report of even date is
to be read along with this Annexure.)

I have been engaged by D-Link (India) Limited (whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited) to issue the Annual Secretarial Compliance Report in the manner specified under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by Securities Exchange Board of India (SEBI).

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations and Circulars / Guidelines issued by SEBI.

My responsibility is to express an opinion on these secretarial records based on my audit. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Secretarial Compliance Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



Place: Panaji, Goa.
Date: May 27, 2019

A handwritten signature in blue ink, appearing to read "Shivaram Bhat", with a horizontal line underneath.

CS Shivaram Bhat
ACS No. 10454 CP No. 7853