

Ref: DLK/L&S/2025-26/7-6

July 04, 2025

To,
BSE Limited
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: 533146

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051.
Symbol: DLINKINDIA

Sub: Notice of the 17th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice and the Explanatory Statement of the 17th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, August 08, 2025, at 11:00 a.m. (IST) through Video Conferencing facility or other audio-visual means.

The Notice of the 16th AGM has been sent to the Members of the Company through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the AGM and voting thereat are specified in the notes annexed to the Notice of the AGM.

The Notice for the AGM and Annual Report of the Company is available on the website of the Company at <https://investors.dlink.co.in/>

Kindly take the aforesaid information on record in compliance of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking You,

Yours faithfully,
For **D-Link (India) Limited**

Shrinivas Adikesar
Company Secretary & Compliance Officer
M. No.: ACS-20908



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://www.dlink.com/in/en>

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventeenth Annual General Meeting ('AGM') of the members of **D-Link (India) Limited** (the 'Company') will be held on **Friday, August 8, 2025, at 11:00 A.M (IST)**, through Video Conferencing ('VC') 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, 2025, 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, 2025, together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend of ₹15/- per equity share (face value of ₹2/- each) for the financial year ended March 31, 2025.

4. Re-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, seeks for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Secretarial Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (the Act), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), Mr. Shivaram Bhat, Practising Company Secretary (ACS 10454, CP-7853 PR-1775/2022) be and is hereby appointed as the Secretarial Auditor for a period of 5 consecutive financial years commencing from FY 2025-26 to FY 2029-30 to conduct the Secretarial Audit of the Company.

RESOLVED FURTHER THAT Board of Directors (including any committee thereof) of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to Mr. Shivaram Bhat during his tenure as the Secretarial Auditor of the Company and to decide and finalise other terms and conditions of his appointment and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Registered Office:

Plot No. U02B, Verna Industrial Estate,

Verna, Goa - 403722, India.

CIN No.: L72900GA2008PLC005775

Email: shares@dlink.co.in

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

Mumbai, dated May 3, 2025

Shrinivas Adikesar
Company Secretary & Compliance Officer
Membership No. ACS 20908

Notes:

1. The Ministry of Corporate Affairs (MCA) has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, General Circular No. 09/2023 dated September 25, 2023 (collectively referred as "MCA Circulars") and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities and Exchange Board of India ("SEBI") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 17th AGM of the Company is being held through VC / OAVM. 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, 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 Listing Regulations, the Annual Report including Financial statements, Auditors report, Boards 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 2024-25 will also be made available on the Company's website <https://www.dlink.com/in/en> and websites of the Stock Exchanges. However, the Shareholders of the Company may request physical copy of the Notice and 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 of the Company to be placed at the AGM are requested to send their queries through email on shares@dlink.co.in at least 3 days before the meeting, so that the information can be compiled in advance.
7. The Register of Members and the Share Transfer Register will remain closed from Saturday, July 12, 2025, to Friday, July 18, 2025 (both days inclusive). The dividend recommended by the Board, if approved by the shareholders at the 17th AGM, shall, be paid to those members whose names appear on the Register of Members as on the record date, i.e., Friday, July 11, 2025.
As per the provisions of Income Tax Act, 1961 ('the IT 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. 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 2024-25, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2017, to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2018, will be due for transfer to Investor Education and Protection Fund on or after September 08, 2025. 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 AGM is, annexed as Annexure - II hereto and forms part of this notice.
12. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection at the registered office.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
14. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11th August 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
15. 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 17th 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 Tuesday, August 5, 2025, at 9:00 A.M. (IST) and ends on Thursday, August 7, 2025, at 5:00 PM (IST). 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 Friday, August 1, 2025. 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.
 - c) The Company has appointed Ms. Shubhangi Baichwal, (ACS-30181, CP-11016, PR- 6530/2025) 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 & Compliance Officer of the Company as the person responsible for the entire e-voting process. The Scrutinizer 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.
 - d) The date of declaration of results is being announced at the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.dlink.com/in/en> 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, 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.
16. General Instructions
 - 16.1 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 in relation to e-Voting Facility, 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, 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. 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 meetings for Individual shareholders holding securities in demat mode."

v. 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.nsd.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.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.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.nsd.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.
Individual Shareholders holding securities in demat mode with CDSL	<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/myeasitoken/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/myeasitoken/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.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<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.
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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.

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://evoting.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 shubhangi.baichwal@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."

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 Tuesday, August 5, 2025, will 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 cast 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 at least 2000 members on first come first served basis.
 - ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

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

- I **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will open till August 5, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://emeetings.kfintech.com/> or contact at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

ANNEXURE - I**Explanatory 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: Ordinary Resolution

In accordance with Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI Listing Regulations, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years with the approval of its shareholders at the AGM to undertake secretarial audit. The SEBI Listing Regulations specifically mandate that the Secretarial Auditor be a Peer Reviewed Company Secretary. Accordingly, the Board of Directors proposes the appointment of Mr. Shivaram Bhat, Practising Company Secretary (ACS-10454, CP-7853), as the Secretarial Auditor of the Company for five consecutive financial years, from FY 2025-26 to FY 2029-30, as detailed in Item No. 5 of the accompanying Notice.

Brief profile of the Secretarial Auditor

Mr. Shivaram Bhat is Company Secretary in Whole Time Practice (since May 2008) based in Panaji, Goa. He has been a Member of the Institute of Company Secretaries of India since May 1995. His academic qualification include graduation in Economics, Law and postgraduate degree in Business Administration. He holds Peer Review Certificate bearing No. 1775/2022 and leads a team of members having experience and exposure in Corporate Laws and FEMA. He has been providing Secretarial Audit Services to listed and non-listed entities engaged in manufacturing, shipping, fertilizers, automobile, trading in electronic goods, and NBFC.

Mr. Shivaram Bhat has provided his consent and eligibility certificate, to the effect that his appointment as Secretarial Auditor, if made, would be in accordance with the requirements of the Act and the SEBI Listing Regulations.

The proposed Secretarial Audit fee for FY 2025-26 is ₹1,50,000/- (Rupees One Lakh and Fifty Thousand only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses. For subsequent years, within the five-year term, the fees payable shall be decided and approved by the Board or the Committee of the Board in consultation with the Auditor. Further, the Company may avail such other services, which are permitted under applicable rules and regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor.

The Board has evaluated the profile of Mr. Shivaram Bhat, Practising Company Secretary and based on his experience, capabilities, diverse clientele and specialized expertise etc is of the opinion that, he satisfies the criteria for appointment as Secretarial Auditor of the Company. Mr. Shivaram Bhat was also the secretarial auditor of the Company during the previous years.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise and do not have any conflict of interest in the Resolution. Accordingly, the Board of Directors recommends passing of Resolution set out herein above for approval by the members.

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

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

Mumbai, May 3, 2025

Shrinivas Adikesar
Company Secretary & Compliance Officer
Membership No. ACS 20908

ANNEXURE II

Details of Director Seeking re-appointment at the 17th Annual General Meeting:

Disclosures, as required under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of the Director	Mr. Tushar Sighat
Directors Identification Number	DIN: 06984518
Date of Birth	September 30, 1969
Nationality	India
Date of Appointment	September 30, 2014
Designation/category of the Director	Managing Director & CEO
Qualification	Mr. Sighat is a qualified BE in Electronics and Telecom
Nature of expertise, functional areas, Skills, capabilities, and Brief Resume etc.	Mr. Tushar Sighat, with over 34 years of experience in the IT industry, has been instrumental in India D-Link success since joining as CEO in 2011. He skillfully navigated the company through a challenging demerger, rebuilding trust among customers, partners, and employees. As MD & CEO, he continues to drive D-Link's growth and reinforce its leadership in the networking sector. Under his guidance, D-Link has achieved significant milestones. Mr. Sighat also chairs TeamF1 Networks Pvt. Ltd., a subsidiary. His exceptional leadership has earned him numerous accolades, including the 'CEO of the Year' award at the CMO-Asia-World Brand Congress 2014.
Name of other companies in that holds directorship in India	TeamF1 Networks Private Limited
Name of the companies in the committees which also hold membership/ chairmanship In India	None
Names of listed companies from which resigned/ ceased in the past three years	None
Terms and conditions for appointment and re-appointment	Re-appointment as a Director, liable to retire by rotation.
Remuneration last drawn	As disclosed in the Annual Report.
Remuneration proposed to be paid	In accordance with the remuneration approved by the shareholders at the 16th Annual General Meeting.
Shareholding in the Company	16,427 Equity shares.
Relationship with other directors, Managers, Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year	Six board meetings attended during the Financial Year 2024-25.

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlinc.co.in

Mumbai, May 3, 2025

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

Shrinivas Adikesar
Company Secretary & Compliance Officer
Membership No. ACS 20908