

August 29, 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: Outcome of the 7th Annual General Meeting of the Company and
Disclosure of Voting Results:**
Script Code: BSE - 533146, NSE - DLINKINDIA

Dear Sir,

This is to inform you that the Shareholders at the 7th Annual General Meeting of the Company held on August 29, 2015 have approved the following:

Sr. No.	Particulars	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Result
1	Adoption of Audited Financial Statements of the Company as at 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
2	Declaration of dividend of Re. 0.70/- per Equity Share of Rs.2/- each (i.e. @ 35% on the paid up equity capital) for the year ended on March 31, 2015.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
3	Re-appointment of Mr. Yao Chuan Yang (Mr. Gary Yang) as a Director of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
4	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company for the financial year 2015-16 from conclusion of Seventh Annual General Meeting to Eighth Annual General Meeting.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
5	Adoption of new set of Articles of Association of the Company.	Special Resolution	Poll & E-voting	Passed with requisite majority
6	Appointment of Mr. Tushar Sighat as the Director of the Company, liable to retire by rotation.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
7	Appointment of and payment of remuneration to Mr. Tushar Sighat as the Whole-time Director and designated as Executive Director & CEO of the Company.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority

8	Appointment of Mr. Vinai Kolli as the Director of the Company, liable to retire by rotation.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
9	Appointment of Mr. Vinai Kolli as the Whole-time Director of the Company, without any remuneration.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
10	Appointment of Ms. Sue-Fung Wang as the Independent Director of the Company to hold office for a term up to September 29, 2019.	Ordinary Resolution	Poll & E-voting	Passed with requisite majority
11	Approval for variation in the terms of payment of remuneration to Managing Director.	Special Resolution	Poll & E-voting	Passed with requisite majority
12	Approval of Related Party Transactions of the Company.	Special Resolution	Poll & E-voting	Passed with requisite majority

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

Date of the AGM:	August 29, 2015
Total number of shareholders on record date (Cut-off date for e-voting):	17,695
No. of shareholders present in the meeting either in person or through proxy:	51
Promoters and Promoter Group:	1
Public:	50
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	

The consolidated voting details of 7th Annual General Meeting and Scrutinizer report are enclosed herewith as Annexure I and II respectively.

Kindly acknowledge the same.

Thanking You,

Yours faithfully,
For **D-LINK (INDIA) LIMITED**

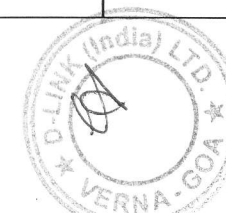

SHRINIVAS ADIKESAR
COMPANY SECRETARY

Annexure - I**In case of Poll/Postal ballot/E-voting:****1. Adoption of Audited Financial Statements of the Company as on 31st March, 2015 and reports thereon:**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635 [#]	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		

2. Declaration of dividend at the rate of Re.0.70/- per Equity Share on 35,504,850 Equity Shares of Rs.2/- each:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635 [#]	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		

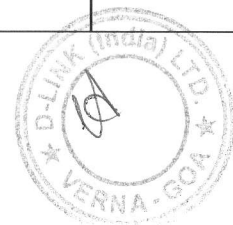


3. Re-appointment of Mr. Yao Chuan Yang (Mr. Gary Yang) as a Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		

4. Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	0	2215335	0	99.58
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		23728373	2215335		

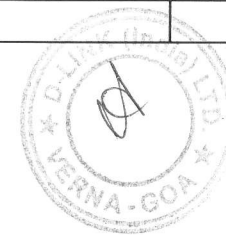


5. Adoption of new set of Articles of Association of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		

6. Appointment of Mr. Tushar Sighat as Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5597283	39.73	5597283	0	100.00	0
Total	35504850	25936581		25927281	0		

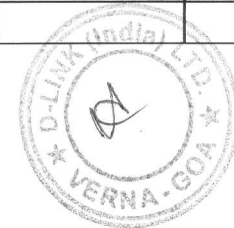


7. Appointment of Mr. Tushar Sighat as Executive Director & CEO of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5597283	39.73	5597283	0	100.00	0
Total	35504850	25936581		25927281	0		

8. Appointment of Mr. Vinai Kolli as Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	3099185	22.00	3099185	0	100.00	0
Total	35504850	23438483		23429183	0		



9. Appointment of Mr. Vinai Kolli as Whole-time Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	3099185	22.00	3099185	0	100.00	0
Total	35504850	23438483		23429183	0		

10. Appointment of Ms. Sue-Fung Wang as Independent Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		



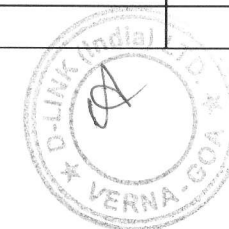
11. Variation in the payment of remuneration of Managing Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	18114663	100	18114663	0	100	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613710	0	100.00	0
Total	35504850	25953008		25943708	0		

12. Approval of Related Party Transactions:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18114663	0	100	0	0	0	0
Public – Institutional holders	3301818	2224635#	67.38	2215335	0	99.58	0
Public-Others	14088369	5613710	39.85	5613610	100	99.9982	0.0018
Total	35504850	7838345		7828945	100		

includes one ballot comprising 9300 votes which was treated invalid.



Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

**Chairman, Annual General Meeting of the Equity Shareholders
Of D-Link (India) Limited**

Held on Saturday, 29th day of August, 2015 at 11.00 a.m.
Kesarval Gardens,
Verna, Salcette,
Goa - 403722.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting) on the below mentioned resolution(s), at the Seventh Annual General Meeting of the Equity Shareholders of D-Link (India) Limited, held on Saturday, 29th day of August, 2015 at 11.00 a.m. at Kesarval Gardens, Verna, Salcette, Goa - 403722, submit my report as under:




Shivaram Bhat
Company Secretary

1. The Company has extended the facility of e-voting to the shareholders by tying up with the Karvy Computershare Private Limited ('Karvy') e-voting facility.
2. The e-voting remained open for the period commencing from Wednesday, 26th August, 2015, 9:00 A.M to Friday, 28th August, 2015, 05:00 P.M.
3. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
5. Thereafter, using the scrutinizer's login on the Karvy e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:



Pooja Alornekar



Shraddha Prabhukhanolkar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Shivaram Bhat
Company Secretary

8. The result of the voting is as under:

Item No. 1

To consider and adopt Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2015.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 2

To consider declaration of dividend for the year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 3

To consider appointment of Mr. Gary Yang (DIN: 02609366), who retires by rotation, as Director of the company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	25943708	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 4

To approve ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
35	12	5599153	18129220	91.46

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
3	-	2215335	-	8.54

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 5

To consider adoption of new set of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 6

To consider appointment of Mr. Tushar Sighat as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
37	12	7798061	18129220	100

(ii) Voted against the resolution:

-

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 7

To consider appointment of Mr. Tushar Sighat as Whole-time Director and designated as Executive Director & CEO of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
37	12	7798061	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 8

To consider appointment of Mr. Vinai Kolli as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
37	12	5299963	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 9

To consider appointment of Mr. Vinai Kolli as Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
37	12	5299963	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

Item No. 10

To consider appointment of Ms. Sue-Fung Wang (DIN: 06979219) as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Item No. 11

To consider and approve variation in the terms of payment of remuneration to Managing Director.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	12	7814488	18129220	100

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	-	-	-	-

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Item No. 12

To consider and approve Related Party Transactions.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
38	10	7814488	14457	99.999

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
-	1	-	100	0.001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	9300



Shivaram Bhat
Company Secretary

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Place: Verna, Goa.

Dated: August 29, 2015.



Yours faithfully,

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

Shivaram Bhat
Practising Company Secretary
CP No. 7853