

**PROCEEDINGS OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
M/s. D-LINK (INDIA) LIMITED HELD ON SATURDAY, THE 23RD AUGUST, 2014 AT 11.00
A.M. AT KESARVAL GARDENS, CORTALIM, VERNA, SALCETTE, GOA – 403722.**

The following Directors were present:

1. Mr. A. P. Chen - Non Executive Chairman
2. Mr. Gary Yang - Managing Director
3. Mr. C. M. Gaonkar - Executive Director & C.F.O.
4. Mr. Rajaram Ajgaonkar - Director
5. Mr. Satish Godbole - Director
6. Mr. Anil Bakshi - Director

In Attendance:

Mr. Shrinivas Adikesar - Company Secretary

By Invitation:

Mr. Tushar Sighat - Chief Executive Officer

Statutory Auditors :

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

Members Present:

36 members were present in person including representing the body corporate and 12 members were present through proxies at the meeting.

Mr. A. P. Chen, Non-Executive Chairman took the Chair.

The Company Secretary announced that the requisite quorum is present and the formal proceedings of the meeting could commence and thereafter, the Chairman called the meeting to order.

The Chairman welcomed the Members to the 6th Annual General Meeting. The Chairman informed the Members that Registers and Books as required under the Companies Act, 2013 have been placed on the table and shall remain open and available for inspection during the meeting. The Chairman also informed that, the Company received a total number of 12 proxies representing 22,00,705 Equity Shares.

The Notice convening the Sixth Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present at the Meeting.

The Chairman requested the Company Secretary, Mr. Shrinivas Adikesar to read out the Auditors Report. The Company Secretary then read out the Independent Auditors Report on the financial statements of the Company for the year ended 31st March 2014.

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



The Meeting thereafter proceeded to transact the scheduled business as per the items specified in the notice of the Meeting.

ITEM NO. 1: ADOPTION OF ACCOUNTS:

The Annual Report for the financial year ended March 31, 2014 was placed before the Members for their adoption and approval. The Members considered the Statement of Profit and Loss for the financial year ended 31st March 2014 and Balance Sheet as on that date together with notes thereto and other relevant information and the Auditors' Report thereon and the Directors' Report attached thereto.

In this respect, a resolution was put forward by the Chairman and accordingly, Mr. Dilesh Acharya proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Hellona Pires.

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

ITEM NO. 2: DECLARATION OF DIVIDEND:

The matter concerning declaration of Dividend was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vinod Kumar Aigal proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Shashank Tengse.

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

Being an interested Director in the resolution at Item No.3 of the notice, Mr. A. P. Chen vacated the Chair and requested Mr. Gary Yang, Managing Director to take the chair and transact the Item No. 3 of the notice.

ITEM NO. 3: RE-APPOINTMENT OF DIRECTOR:

The matter concerning re-appointment of Mr. A. P. Chen was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Pankaj Rathod proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Padma Naik.

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

Mr. Gary Yang then vacated the chair and handed over the proceedings back to Mr. A. P. Chen.

ITEM NO. 4: APPOINTMENT OF AUDITORS:

The matter concerning appointment of Auditors was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Suresh Lamani proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Shambhu Naik.

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



ITEM NO. 5: APPOINTMENT OF MR. RAJARAM AJGAONKAR AS INDEPENDENT DIRECTOR:

The matter concerning about the appointment of Mr. Rajaram Ajgaonkar (holding DIN: 00605034) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Shailesh Pednekar proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Yogesh Shirodkar.

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

ITEM NO. 6: APPOINTMENT OF MR. SATISH GODBOLE AS AN INDEPENDENT DIRECTOR:

The matter concerning about the appointment of Mr. Satish Godbole (holding DIN: 02596364) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Vivek Naik Desai proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Ms. Ranjana Naik.

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

ITEM NO. 7: APPOINTMENT OF MR. ANIL BAKSHI AS AN INDEPENDENT DIRECTOR:

The matter concerning about the appointment of Mr. Anil Bakshi (holding DIN: 00171649) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Mr. Anagh Desai proposed the resolution to be passed as an Ordinary Resolution. The resolution was seconded by Mr. Mandar Nadkarni.

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

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

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

Mr. Shrinivas Adikesar, Company Secretary explained the poll process to the members of the Company. He further added that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had extended the e-voting facility to the members of the Company in respect of the business to be transacted at Annual General Meeting which commenced at 9.00 AM on August 18, 2014 and ended at 6.00 PM on August 19, 2014 for which Mr. Shivaram Bhat, a Company Secretary



in Practice was appointed as a Scrutinizer and has submitted his report thereon to the Chairman of this Annual General Meeting.

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

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

VOTE OF THANKS:

There being no other business to transact, Mr. Shrinivas Adikesar, Company Secretary extended a vote of thanks to the Chair. He also thanked the members for attending the meeting.

For **D-LINK (INDIA) LIMITED**



**SHRINIVAS ADIKESAR
COMPANY SECRETARY**



Place: Verna, Goa.

Date : 27/08/2014.