

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the Members of M/s. D-Link (India) Limited will be held on Saturday, the August 3, 2013 at 11:00 a.m. at Kesarval Gardens, Verna, Salcette, Goa – 403722, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2013, and the Statement of Profit and Loss for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend for the year ended March 31, 2013.
3. To appoint a Director in place of Mr. Satish Godbole, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration no. 117366W) as Statutory Auditors of the Company to hold office from the conclusion of the Fifth Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956, ('the Act') read with Schedule XIII of the Act, pursuant to Article 58 and 59 of the Articles of Association of the Company and subject to approval of the Central Government, Mr. Yao Chuan Yang (Mr. Gary Yang) be and is hereby re-appointed as the Managing Director of the Company without any remuneration for a period of 5 years effective July 15, 2013."

"RESOLVED FURTHER THAT, the Board of the Directors be and are hereby authorised to alter, vary and modify the terms and conditions of the re-appointment in such manner as may be agreed to between the Board and Mr. Gary Yang in conformity with the requirements and that Mr. C. M. Gaonkar, Executive Director & Chief Financial Officer or Mr. Shrinivas Adkesar, Company Secretary be and is hereby authorized to do such acts, deeds, or things including making application to the Central Government and also to sign such agreements and documents as may be considered necessary, appropriate to give effect to this Resolution."

By order of the Board

Sd/-

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 1, 2013

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Register will remain closed for a period of 7 days from Tuesday, the July 2, 2013 to Monday, the July 8, 2013 (both days inclusive).
The dividend recommended by the Board, if approved by the shareholders at the 5th Annual General Meeting, shall, be paid to those members whose names appear on the Register of Members during the aforesaid period.
4. There is no dividend which have remain unclaimed for a period of 7 years as on March 31, 2013 and hence no unclaimed dividend is due for transfer to the Investor Education and Protection Fund (IEPF), established by the Central Government.
5. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
6. 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.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

The following explanatory statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated May 1, 2013 and shall be taken as the forming part of the notice.

Item No. 5:

Mr. Gary Yang was initially appointed as the Managing Director of the Company by the Members at the Extraordinary General Meeting of the Members held on June 19, 2009 for a period of 4 years, effective from July 15, 2009. The Board of Directors have recommended the re-appointment of Mr. Gary Yang as the Managing Director for a further period of 5 years effective July 15, 2013.

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Gary Yang as the Managing Director of the Company to guide the affairs of the Company. At present, no remuneration is proposed to be paid to Mr. Gary Yang for his services pursuant to such re-appointment as Managing Director of the Company.

Mr. Gary Yang is having wide knowledge in the IT industry and has more than 23 years' experience in the industry. Mr. Gary Yang possesses a Bachelor's degree in Management from Cheng Kung University. Mr. Gary Yang is associated with D-Link for more than 19 years and presently he is in charge of D-Link in the Middle East and African Countries.

Mr. Gary Yang being a foreign national, his appointment as Managing Director requires approval of the Central Government in terms of the provisions of the Act, as mentioned in the Resolution.

The Board recommends the Resolution appointing Mr. Gary Yang as proposed to be passed as a Special Resolution.

None of the other Directors of the Company is in any way concerned or interested in this resolution, except Mr. Gary Yang. This may be considered as an abstract of the terms of the appointment of Mr. Gary Yang as the Managing Director of the Company in accordance with the provisions of Section 302 of the Companies Act, 1956.

By order of the Board

Sd/-

Shrinivas Adkesar
Company Secretary

Mumbai, Dated: May 1, 2013

Registered Office:

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

Brief Resume of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuant to clause 49 IV (G) of the Listing Agreement)

Name of Director	Mr. Gary Yang	Mr. Satish Godbole
Date of Birth	March 16, 1964	October 04, 1957
Date of appointment on the Board	March 30, 2009	March 30, 2009
Expertise in specific functional areas	Mr. Gary Yang possesses a Bachelor's Degree in Business Management. He has over 23 years of experience in the field of I.T. Industry.	Mr. Satish Godbole is a qualified Chartered Accountant and has been in practice over 32 years. He is Specialised in Company Law, Mergers and Amalgamations & FEMA.
Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)	Nil	Nil
Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	Nil	Nil
Shareholding in the Company	Nil	50 Equity shares



Annual Report 2012-13



Enterprise Solutions



Consumer Solutions

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Disclaimer / Forward Looking Statement

In this Annual Report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral that we periodically make, contain forward looking statements that set out anticipated results based on the managements plans and assumptions. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks in uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

Message from Chairman



A.P. CHEN
Chairman

“The strength of our brand continues to command trust and respect as the standard bearer of innovation, product quality, and efficiency in service.”

Dear Fellow Stakeholders,

We have come through another year in which the struggle for economic recovery has continued to dampen markets and businesses. Nevertheless, there is clearly light at the end of the tunnel. In many regions, economies are getting back on their feet, and D-Link has been there to feed the rising energies of an optimistic and progressive outlook. Our infrastructure has been in place, and our sound fiscal planning has helped see us through. The strength of our brand continues to command trust and respect as the standard bearer of innovation, product quality, and efficiency in service.

In both homes and enterprises, D-Link has remained synonymous with leading edge systems that deliver appropriate solutions for varied networking needs including those on the fringe, in niche markets, and even those emerging on the horizon. Surveillance & security, for one and cloud-enabled services, for another these are substantially new and growing markets in which we are already taking our place as leaders and pioneers.

India, as always, has a special place in D-Link's global view. The hardware market alone constitutes 40% of the entire IT-BPO industry and brisk growth is expected. However depressed the investment climate, spending has been sustained in key sectors – Government, BFSI (Banking, Financial Service and Insurance) and Telecom and will only accelerate with the growth of industrial and commercial sectors.

This is a scenario in which D-Link's deep market penetration has always given us an edge. Just as critical as our technology has been its public face: our extensive network, ready accessibility and unmistakable presence. We have also a well developed listening culture that constantly pays heed to market inputs. We are thus guided by a precise and subtle understanding of shifting and varying customer needs in diverse cultural contexts. That insight helps us shape our products, pricing, positioning, and planning.

We can look ahead to stable growth at a brisk and steady pace, aligned with the nation's own advance towards its destiny as a great economic power. It's a future that will inevitably rely heavily on digital content delivery, with more

and more services and activities dependent on a broadband infrastructure. The 'cloud' is becoming pervasive, and is accepted as a commonplace fact of life in a wide spread of consumer segments. It reaches us all, touches us and empowers us. And D-Link will be vital to that empowerment.

Obviously we cannot afford to be complacent. We cannot take our market for granted. We must – and will – continue to invest in our core technologies, and expand our capabilities through strategic global alliances. We will persist in our pursuit of greater efficiency, speed and reliability in all aspects of operations – from those that keep our markets growing, to those that keep our customers smiling. We will push forward in our quest for new products and solutions that anticipate the market's needs and outguess the competition. Through that kind of creative thinking, D-Link will continue to prevail in an increasingly crowded field.

The executive team and staff pledge their continued dedication to responsible management, sustainable development, and corporate social responsibility. We maintain our determination to reach performance goals, strengthen growth, and enhance profitability.

In the year ahead, I can state without hesitation that D-Link's diverse strengths augur well for secure and stable growth. We have our entrenched reputation and brand equity, our continuously evolving line-up of world-class products, our creative and forward-thinking technologies, our close ties with strategic partners...and of course our talented and dedicated employees. These are not fleeting advantages but the lasting strengths on which we build our future.

In closing, I would like to extend my gratitude to the shareholders, partners and business associates for their enduring trust and support. Together, we have much to look forward to as we strive to make our Company even stronger and continue to focus on delivering for our customers.

Thank you.

Sincerely,

A. P. Chen
Chairman



LOCAL MARKET UNDERSTANDING, INTERNATIONAL PRESENCE

Unity: a strategy for success executed on a global scale. D-Link is the award-winning designer, developer, and provider of Wi-Fi and Ethernet networking, broadband, multimedia, voice and data communications, and digital electronics solutions. D-Link has systematically expanded its market share by penetrating geographic targets through a strategy of establishing in-country business units supported by a strong corporate foundation.

Confident in the resources of D-Link headquarters to develop and deliver state-of-the-art networking products, each local business – regardless of its location around the world – effectively penetrates the market. D-Link's innovative products provide solutions for home and business, each built with standards-based reliability. D-Link has become a trusted international brand that connects people to their lives, their work, and to each other.

Globalization through Localization

Meeting the World's Needs through Local Units



Message from Managing Director



GARY YANG
Managing Director

“ We will move ahead, with greater vigour to tap into the enormous opportunities presented by the Indian market, execute our plans seamlessly and sustain the growth momentum. ”