Ref: DLK/L&S/2026-27/7-11

July 16, 2026

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 18th 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 18th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, August 10, 2026, at 11:00 a.m. (IST) at Kesarval The Fern Goa, Verna, Salcette, Goa 403722.

The Notice of the 18th 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 are specified in the notes annexed to the Notice of the AGM.

The Notice for the AGM and Annual Report of the Company are 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
Digitally signed by SHRINIVAS ADIKESAR
Date: 2026.07.16 16:52:30 +05'30'

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

D-Link

D-Link (India) Limited

CIN: 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 EIGHTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth (18th) Annual General Meeting ('AGM') of the members of **D-Link (India) Limited** (the 'Company') will be held on **Monday, August 10, 2026**, **at 11:00 A.M (IST)**, at Kesarval The Fern Goa, Verna, Salcette, Goa 403722 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon and in this regard to consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company, containing the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement, and the Notes annexed thereto, together with the Reports of the Auditors and the Directors thereon, as submitted to this meeting, be and are hereby received, considered, and adopted."

2. Declaration of Dividend

To declare a dividend for the financial year ended March 31, 2026, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT as recommended by the Board of Directors, a dividend of ₹20/- per equity share and a special dividend of ₹7.50/- per equity share (aggregating to ₹27.50/-per equity share) on 3,55,04,850 equity shares of ₹2/- each for the financial year ended March 31, 2026, be and is hereby declared and be distributed amongst the Equity Shareholders of the Company."

3. Re-appointment of Mr. Chia-Jui Chang as Director, liable to retire by rotation

To re-appoint a director in place of Mr. Chia-Jui Chang, who retires by rotation and in this regard to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Chia-Jui Chang (DIN 10673312), who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Tushar Sighat as Managing Director & CEO

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Tushar Sighat (DIN: 06984518) be and is hereby re-appointed as the Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (Three) years with effect from November 2, 2026 up to November 1, 2029 on the terms and conditions of re-appointment and remuneration as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT the Board of Directors, or a committee thereof, be and is hereby authorized to review and revise the remuneration of Mr. Tushar Sighat from time to time as it deems appropriate, provided that such revision remains within the overall limits of managerial remuneration approved by the shareholders and that in the event of an inadequacy of profits as defined under Section 197 of the Act, the remuneration payable shall be in compliance with Section 197 and/or any rules, guidelines prescribed by the Government from time to time."

"RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorized to take all such actions and do all such acts, deeds, matters and things as may be necessary, proper, desirable and expedient on behalf of the Company to give effect to this Resolution."

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

Mumbai, dated May 9, 2026

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

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, regarding the special business set out in the Notice, is provided in Annexure I and the details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, concerning Directors seeking re-appointment at the AGM, are provided in Annexure II and form an integral part of this Notice.

2. **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/herself and a proxy need not be a member of the Company.**

   Proxies in order to be effective must be duly filled, stamped, signed and should be deposited at the company's registered office not later than forty–eight hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

3. 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 manner of remote e-voting, Attendance Slip and Proxy form along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Registrar and Share Transfer Agents (RTA) /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 2025-26 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.

   A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or Depository Participants. The Proxy Form and route map for the directions to venue of the meeting is attached.

4. 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 on its behalf and to cast its vote either through remote e-voting or at the AGM. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.sbhat@gmail.com with a copy marked to shares@dlink.co.in The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Event No."

5. 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.

6. 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.

7. Statutory registers and documents referenced in this Notice and the Explanatory Statement will be available for member inspection during the AGM. Members may also inspect these documents without charge on any working day from the circulation of this Notice up to the date of the AGM, between 10:00 a.m. and 5:00 p.m. IST.

8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 11, 2026, to Friday, July 17, 2026 (both days inclusive) for ascertaining entitlement of Members eligible to receive the dividend if declared in the AGM.

9. The dividend, if approved at the AGM, would be paid subject to deduction of tax at source, to those persons or their mandates:

   a) whose names appear as Beneficial Owners as at the end of business hours on Friday, July 10, 2026, in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form; and

   b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, July 10, 2026, after giving effect to valid request(s) received for transmission/ transfer of shares.

   Dividend to Members holding shares in Physical form

   Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance.

   a) Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;

   b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;

   c) Self-attested copy of the PAN Card of all holders;

   d) Self-attested copy of any document in support of the address of the Member as registered with the Company;

   e) Form ISR 2 duly filled and signed. The signature of holders should be attested by the Bank Manager;

   f) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination

   The above Investor Service Request Forms (ISR) are available on RTA's website at https://ris.kfintech.com/clientservices/investors/isrs.aspx

   Dividend to Members holding shares in electronic form:

   Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change/ addition/ deletion of such bank details.

Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs. Instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

10. In terms of the provisions of the Income tax Act, 2025 as amended and rules made thereunder, dividends paid or distributed by a company shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend, if approved, at the 18th AGM of the Company.

    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).

    Key documents to be submitted/uploaded as per Income Tax Rules 2026:

    a) Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax - Form 121 (erstwhile Form No. 15G or Form No. 15H)

    b) Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence – (i) No Permanent Establishment Declaration, (ii) Beneficial Ownership Declaration, (iii) Tax Residency Certificate, (iv) Copy of electronically filed Form 41 (erstwhile Form 10F), (v) Any other document which may be required.

    *If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available.

11. 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.

12. In terms of the requirements of Section 124(6) of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (the "IEPF Rules"), the Company is required to transfer the shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven (7) consecutive years to the Investor Education and Protection Fund (IEPF).

    Accordingly, in the year 2025-26, the Company had transferred the unclaimed or unpaid dividend for the year ended March 31, 2018, to IEPF. Unclaimed Dividend in respect of the financial year ended March 31, 2019, will be due for transfer to Investor Education and Protection Fund on or after September 07, 2026. 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.

13. 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.

14. The Company has designated shares@dlink.co.in e-mail id for quick Redressal of shareholders/investors grievances.

15. 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.

16. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI Listing Regulations 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by KFin Technologies Limited ("KFintech") on all resolutions set-forth in this Notice. Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice.

    a) The remote e-voting period commences on Friday, August 7, 2026, at 9:00 A.M. (IST) and ends on, Sunday, August 9, 2026, at 5:00 PM (IST). The e-voting module will be disabled by KFintech for voting thereafter. Those Members, who will be present at the AGM 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 during the AGM.

    b) 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 i.e Tuesday, August 4, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

    c) Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

    d) The Company has appointed Mr. Shivaram Bhat, (ACS 10454, CP-7853 PR-1775/2022) 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 Scrutiniser 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 later than two working days from the conclusion of the AGM.

    e) The results shall be declared by the Chairman or a person authorised by the Chairman upon receipt of the Scrutinizer's Report. 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 einward.ris@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.

17. General Instructions

17.1 Procedure for Remote E-Voting

i. The instructions for e-Voting are given herein below.

ii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

iii. In terms of 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.

iv. 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.

v. 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 for Individual shareholders holding securities in demat mode."

vi. The details of the process and manner for remote e-Voting 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.

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	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.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** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.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** I. Open URL: https://www.evoting.nsdl.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. **4. NSDL Speede** I. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL contd.	**2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/ 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** 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 e-Voting Service Provider, i.e., KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	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.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

Details on Step 2 are mentioned below:

I) 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:

1. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
2. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
3. After entering the details, click on LOGIN.
4. You will reach the 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.). It is strongly recommended not to share yourpassword with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT, i.e., 'D-LINK INDIA LIMITED- AGM" and click on "Submit"
7. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose theoption 'ABSTAIN', in which case, the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
9. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently.During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
10. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at cs.sbhat@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_Event No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

Voting facility at AGM

In addition to the remote e-voting facility as described above, the Company shall make the facility for ballot / polling paper at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.

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. 4 in the accompanying Notice:

Item No. 4: Special Resolution

Mr. Tushar Sighat has been associated with D-Link (India) Limited since July 1, 2011, when he joined as the Chief Executive Officer. Bringing over 35 years of extensive experience in the IT industry and holding a Bachelor of Engineering in Electronics and Telecom, he was appointed to the Board of Directors on September 30, 2014. He subsequently assumed the role of Managing Director & Chief Executive Officer on November 2, 2017.

Throughout his tenure, Mr. Sighat has been instrumental in navigating the Company through complex business transitions. His leadership has focused on strengthening business strategies, diversifying the product portfolio, and enhancing value-added services, which have collectively fortified D-Link's position as a leader in the networking industry. In addition to his role at D-Link India, he serves as the Chairman of the Company's subsidiary, TeamF1 Networks Private Limited.

The current term of Mr. Tushar Sighat as Managing Director & Chief Executive Officer is up to November 1, 2026. Recognizing his significant contributions and strategic vision, the Nomination and Remuneration Committee and the Board of Directors, at their meeting held on May 9, 2026, reviewed his performance and recommended his re-appointment for a further term for the shareholders' approval at this AGM.

The remuneration proposed during the renewed term of appointment/ financial year is as below;

1. Basic Salary: ₹ 11 lakh per month with such annual increment in salary as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time subject to a ceiling of ₹25 lakhs per month for the remaining term.
2. Other Allowances: ₹5 lakhs per month with such annual increment as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time, subject to a ceiling of ₹15 lakhs per month.
3. Performance linked variable pay, ex-gratia and / or any other compensation as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time and the same may be made on a pro-rata basis every month or on an annual basis subject to maximum of ₹250 lakhs per annum.
4. Perquisites: In addition to the Salary as set out above, the Managing Director & CEO shall be entitled to the following perquisites:
   a. House Rent Allowance equivalent to 50% of the Basic Salary.
   b. Use of Company's car for official duties and telephone shall not be considered as perquisites.
   c. Medical and healthcare expenses: Mediclaim policy premium to be paid by the Company as per the Policy of the Company.
   d. Contribution to the Provident Fund as per the applicable laws and policy of the Company.
   e. Gratuity: Payable in accordance with the Policy of the Company and applicable Regulations.
   f. Leave: The MD & CEO shall be eligible for leave and leave encashment as per the policy of the Company.
   g. The MD & CEO is entitled to reimbursement for all legitimate business expenses, including travel, and lodging. All reimbursements shall be as per the company policy or be approved by the Board of Directors.
   h. Perquisites mentioned in above shall be evaluated in accordance with the Income Tax Act 2025 and Applicable Rules wherever applicable, and in other cases at the actual cost to the Company.
   i. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Act and subject to such approvals as may be required.
   j. Other important terms of appointment:
      (i) The terms and conditions of the appointment of the MD & CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to the limit stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO, subject to such approvals as may be required.
      (ii) Notice /Severance: Three months advance notice required by either party.

Mr. Tushar Sighat satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other authority. This Statement setting out material facts and the resolution may be treated as a written contract setting out the terms of re-appointment and may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013.

Mr. Sighat will continue to be Key Managerial Personnel of the Company.

Except Mr. Tushar Sighat, none of the Directors or Key Managerial Personnel of the Company are concerned or interested in relation to the proposed resolution. Accordingly, the Board of Directors recommends passing of Special Resolution set out at Item No.4 of the Notice for approval by the members.

The information as required to be disclosed under Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure A to the Notice.

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

Mumbai, dated May 9, 2026

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

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

Annexure - A

[SCHEDULE V PART II SECTION II 1(B) (iv) OF THE COMPANIES ACT, 2013]

I. GENERAL INFORMATION

1. Nature of Industry: D-Link (India)Limited, is engaged in marketing and distribution of networking products in India and SAARC region. It offers products that extend across home, small-and-medium, and enterprise network equipment, including Ethernet switches, firewall security, wireless access points, Internet protocol (IP) surveillance cameras, networking storage, and structured cabling etc.
2. Date or expected date of commencement of commercial production. Not Applicable.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. - Not Applicable.
4. Financial Performance based on given indicators.

(₹ in crores)

	FY 2026	FY 2025	FY 2024	FY 2023	FY 2022
Revenue	**1,559.02**	**1,377.16**	**1,227.43**	**1,171.29**	**903.84**
Other Income	15.30	19.04	12.94	6.30	5.64
Total Income	**1,574.32**	**1,396.21**	**1,240.37**	**1,177.59**	**909.47**
Expenditure	**-1,429.16**	**-1,251.63**	**-1,112.78**	**-1,059.66**	**-851.34**
Finance Cost	-1.22	-0.72	-0.95	-0.94	-0.38
PBDT	**145.16**	**144.58**	**127.59**	**117.93**	**58.13**
Depreciation	-6.63	-6.55	-5.93	-4.51	-3.73
PBT	**138.53**	**138.03**	**121.66**	**113.42**	**54.40**
Tax	-35.58	-34.98	-30.92	-29.08	-13.94
Net Profit	**102.95**	**103.05**	**90.74**	**84.33**	**40.47**
Equity	7.10	7.10	7.10	7.10	7.10
EPS	29.00	29.03	25.56	23.75	11.40

5. Foreign investments or collaborations, if any

D-Link (India) Limited is one of the largest networking companies widely recognized as a global enterprise with active presence worldwide. D-Link Holding Mauritius Inc., a 100% subsidiary of D-Link Corporation, holds 51.02% shareholding in the Company as on March 31, 2026.

II. INFORMATION ABOUT THE APPOINTEE:

a. Background details of Mr. Tushar Sighat

Mr. Tushar Sighat brings with him vast experience and domain expertise spanning over 35 years. In his current role, he is responsible for driving the company's growth, and play a strategic role in strengthening D-Link's position as a leader in networking solutions in India and SAARC region. Mr. Tushar Sighat has a B.E in Electronics & Telecommunication.

b. Past remuneration:

During the financial year ended March 31, 2026, the Company paid ₹. 457.28 Lakhs as Remuneration to Managing Director & CEO. The past remuneration paid to the Managing Director is disclosed in the Annual Report.

c Recognition or awards

Asia Pacific Entrepreneurship Award (APEA) committee adjudged D-Link India as a winner under corporate excellence. Mr. Tushar Sighat has been consistently recognized for his leadership skills. D-Link's crowning glory was its selection by the Association Other ways Management & Consulting for the prestigious 'Majestic Five Continent Award for Quality & Excellence' and 'Total Quality Management Aptitude Seal' for its achievements and success and its unwavering commitment to quality. The award symbolised international recognition for the Company and was received by Mr. Tushar Sighat, D-Link India's Managing Director & CEO, at a high-profile ceremony in Berlin, Germany.

d Job profile and his suitability

As Managing Director & CEO, Mr. Sighat will be responsible for the complete operations of D-Link in India and SAARC region. Mr. Tushar has over 35 years of work experience and is an IT networking veteran. Under his leadership, the Company has grown and posted revenue to an all-time high since inception.

e Remuneration proposed per annum

Subject to the approval of the shareholders to the overall remuneration structure as detailed above, the proposed annual increments on the existing remuneration for the remaining term will be decided by the board based on recommendations from the remuneration committee and in accordance with the company's remuneration policy.

f Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee. The nomination and remuneration committee has taken into consideration of industry benchmark for payment of remuneration.

g Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration paid, no other pecuniary relationship exists. Mr. Tushar Sighat holds 16,427 shares in the Company.

III. OTHER INFORMATION:

The Company has continuously shown growth over the years. The remuneration currently paid to the Managing Director & Chief Executive Officer is within the limits prescribed under Section 197(1) of the Companies Act, 2013. The Company expects to achieve an improved level of turnover. An increase in turnover will result in the better utilization of resources and improved margin leading to improvement in profitability. This will enable the Company to achieve better performance in the current year as well as years ahead. The Company proposes to pass the special resolution as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Tushar Sighat.

IV. DISCLOSURES:

The other relevant disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", which is attached to the financial statement.

Annexure II

Details of Director Seeking re-appointment at the 18th Annual General Meeting:

Disclosures, as required under Regulation 36(3) of the SEBI 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	Mr Chia Jui Chang
Directors Identification Number	DIN: 06984518	DIN: 10673312
Date of Birth	September 30, 1969	August 30, 1959
Nationality	India	Republic Of China, Taiwan
Date of Appointment	September 30, 2014	August 07, 2024
Designation/category of the Director	Managing Director & CEO	Non-Executive & Non-Independent Director
Qualification	Mr. Sighat is a qualified BE in Electronics and Telecom	Mr. Chang has a Bachelor of Law in Economy & Finance. Fu-Jen University, 1983. Taipei, and Master of Business Administration in 1989 from Senshu University, Tokyo, Japan.
Nature of expertise, functional areas, Skills, capabilities, and Brief Resume etc.	Mr. Tushar Sighat, with over 35 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.	Mr. Chia Jui Chang is a CEO of D-Link Corporation, Responsible for making major corporate decisions, setting the company's strategic direction, and managing all operations. Mr Chang has over 30 years of hardware and software-related experience in marketing sales, customer relations, consumer-packaged goods, and establishing and managing business in IP networking and Cloud services.
Name of other Indian companies in which holds directorship	TeamF1 Networks Private Limited	None
Name of the companies in the committees which also hold membership/ chairmanship In India	None	None
Names of listed companies from which resigned/ ceased in the past three years	None	None
Terms and conditions for appointment and re-appointment	Re-appointment as Managing Director & CEO.	Re-appointment as a Director, liable to retire by rotation.
Remuneration last drawn	As disclosed in the Annual Report.	Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board
Remuneration proposed to be paid	In accordance with the remuneration approved by the shareholders at the 18th Annual General Meeting.	Sitting Fees Payable for attending Board and Committee Meetings.
Shareholding in the Company	16,427 Equity shares.	None
Relationship with other directors, Managers, Key Managerial Personnel of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company
Number of Board meetings attended during the year	Attended all five board meetings held during the Financial Year 2025-26.	Attended 4 out of 5 meetings during the Financial Year 2025-26.

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Mumbai, dated May 9, 2026

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

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

D-LINK (INDIA) LIMITED

CIN NO. L72900GA2008PLC005775
Registered office: Plot No. U02B, Verna Industrial Estate, Verna, Goa-403722. Ph. No.: 0832-2885800
Email: shares@dlink.co.in • **Website:** www.dlink.co.in

ATTENDANCE SLIP

(To be filled in and presented at the entrance of the meeting venue)

Regd. Folio No. / DP ID / Client ID	
Name & Address of First / Sole Shareholder	
Name of Proxy/Authorised Representative (if applicable)	
No. of Shares held	

I hereby record my attendance at the 18th Annual General Meeting of the Company to be held on Monday, August 10, 2026 at 11:00 a. m. at Kesarval The Fern Goa, Verna, Salcette, Goa, 403722.

____

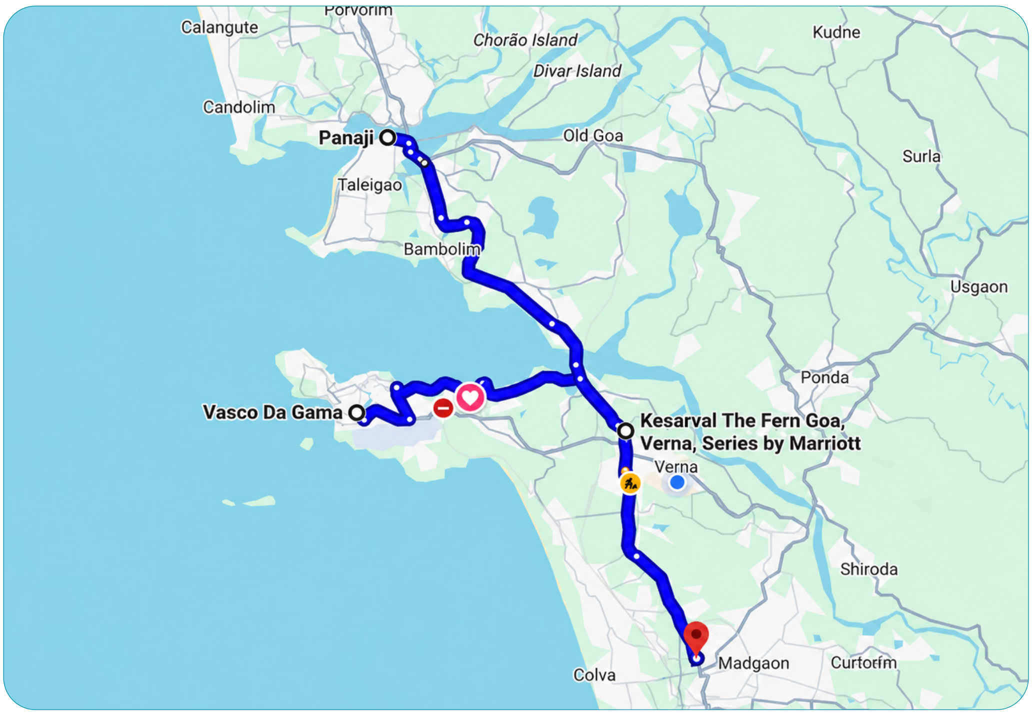
Signature of Shareholder / Proxy

Notes:

a) Only Shareholder / Proxy can attend the meeting. No minors would be allowed at the meeting.

b) Shareholder / Proxy wishing to attend the AGM are requested to bring this Attendance Slip duly filled in and signed and hand it over at the entrance of the meeting venue.

Route Map to the AGM Venue



D-Link

D-LINK (INDIA) LIMITED

CIN NO. L72900GA2008PLC005775

Registered office: Plot No. U02B, Verna Industrial Estate, Verna, Goa-403722. Ph. No.: 0832-2885800

Email: shares@dlink.co.in • **Website:** www.dlink.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder(s): ____________________

Registered address: ____________________ E-mail Id: ____________________

Folio No./Client Id: ____________________ DP ID: ____________________

I/We, being the holders(s) of ____________________ equity shares of D-Link (India) Limited, hereby appoint

(1) Name:__________ Address:__________ E-mail id: __________ or failing him/her;

(2) Name:__________ Address:__________ E-mail id: __________ or failing him/her;

(3) Name:__________ Address:__________ E-mail id: __________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Monday, August 10, 2026 at 11:00 a.m. at the Kesarval The Fern Goa, Verna, Salcette, Goa, 403722 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements		
2.	Declaration of Dividend for the year ended March 31, 2026.		
3.	Re-appointment of Mr. Chia Jui Chang, retires by rotation, as Director of the Company.		
Special Business			
4.	Re-appointment and Payment of Remuneration to Managing Director & CEO		

Signed this ______ day of __________, 2026

Affix Revenue Stamp of not less than ₹ 1/-

Signature of Shareholder: ____________________

Signature of Proxy holder: ____________________

Notes:

1) This form of proxy, in order to be effective should be duly signed and completed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2) A Proxy need not be a Shareholder of the Company. A Shareholder holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder
3) Appointing a proxy does not prevent a Shareholder from attending the meeting in person if he so wishes.
4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5) Please complete all details including details of shareholders mentioned above before submission.
6) * This is only Optional. Please put a '[✓]' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.