

SMARTLINK NETWORK SYSTEMS LIMITED

AMENDED Code of Conduct for Board of Directors (Prepared pursuant to Clause 49 (I)(D) of the Listing Agreement)

The Board of Directors had approved the code of conduct at its meeting held on December 22, 2005. Consequent to the change of name, the Code of conduct is amended to the extent of the change of name in the company.

This Code of Conduct sets ethical standards for the Directors of Smartlink Network Systems Limited (formerly D-Link (India) Limited) ("the Company ").

The Company recognizes ethical and lawful conduct of business and adherence to all applicable laws, rules and regulations. This code is intended to guide the Board in all business dealings of the company, provide mechanisms to report any unethical conduct, and to help foster a culture of honesty and accountability. All Board Members will pursue the highest standards of ethical conduct in the interests of all shareholders and other stakeholders.

Accordingly, in all business dealings of the company, the Members of the Board will be guided by the following considerations;

1. To act diligently, honestly and in good faith and in the best interests of all the stakeholders of the company.
2. To comply with all applicable laws, rules and regulations
3. To act in a manner to enhance and maintain the reputation of the company
4. To understand the business and the environment in which the company is operating and to take initiatives to further the business goals and consolidate its position in the marketplace.
5. To dedicate sufficient time, energy and attention to attend and prepare for and participate in the meetings of the Board and its Committees.
6. To disclose any changes in the other board memberships or in other business
7. To inform to the Board any potential conflicts of interest in any transaction and abstain from discussion and voting on any matter in which the Director has or may have conflict of interest
8. To maintain confidentiality of all information relating to the company that is not in public domain.
9. To comply with the Company's code of conduct for Insider Trading and comply with the requirements of stock exchange with regard to insider trading.
10. To treat other members on the Board with courtesy and to engage in vigorous debate on matters of principle.
11. To make available and share all appropriate information with fellow members which may help the Board in the conduct and sound operation of the company's business activities.
12. Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented

Disclosure :

The members of the Board shall affirm the compliance with the code on Annual Basis.

Date:
To

The Board of Directors
Smartlink Network Systems Limited

I, the undersigned, hereby certify that:

(1) I have read and understood the Smartlink Code of Conduct.

(2) I am not in violation of any of the policies contained in the Code of Conduct during the financial year ending and I am not aware of any violation that has not been reported in accordance with the procedures set forth in the Code.

Yours faithfully

Name

Signature

Date :